



THE UNITED STATES
CORPORATION
COMPANY

P0000008/126

FILED

00 AUG 28 AM 11:16

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 809776 4303940

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 24, 2000

ORDER TIME : 9:02 AM

ORDER NO. : 809776-005

CUSTOMER NO: 4303940

CUSTOMER: Ms. Leslie Arnett
Holland & Knight LLP

Suite 2050
400 North Ashley Drive
Tampa, FL 33602

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DOMESTIC FILING

NAME: PORTAL NETWORKS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

PH 8/28/00

RECEIVED
00 AUG 28 AM 10:43

**ARTICLES OF INCORPORATION
OF
PORTAL NETWORKS INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Portal Networks Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Portal Networks Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

301 North Cattlemen Road
Suite 300
Sarasota, Florida 34232

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M., the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of the corporation is 1201 Hays Street, Tallahassee, Florida 32301 and the name of the corporation's current registered agent at that address is CSC Networks.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name

Address

Robert J. Wolsey

301 North Cattlemen Road
Suite 300
Sarasota, Florida 34232

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Name

Address

Robert J. Wolsey

301 North Cattlemen Road
Suite 300
Sarasota, Florida 34232

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

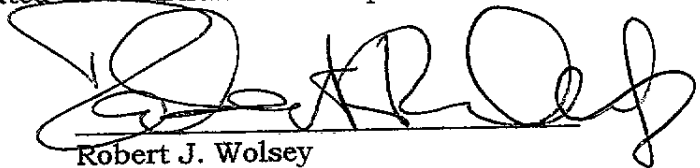
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 24th day of August, 2000.



Robert J. Wolsey

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Portal Networks Inc., desiring to organize under the laws of the State of
Florida with its initial registered office, as indicated in the Articles of Incorporation, at
1201 Hays Street, Tallahassee, Florida 34232 has named CSC Networks as its agent
to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above,
at the place designated in this certificate, I agree to act in that capacity, to comply
with the provisions of the Florida Business Corporation Act, and am familiar with, and
accept, the obligations of that position.

Dated this 24 day of August, 2000.

CSC NETWORKS

By: Deborah D. Skipper

Name: _____

Title: Deborah D. Skipper
as its agent

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