



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 830642 4337594

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 70.00

ORDER DATE : September 14, 2000

ORDER TIME : 8:26 AM

ORDER NO. : 830642-005

CUSTOMER NO: 4337594

CUSTOMER: Sam Snider, Esq  
Paul Hastings Janofsky &  
Walker LLP  
Suite 2400  
600 Peachtree Street, N.e.  
Atlanta, GA 30308

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 25 PM 12:40

DOMESTIC FILING

NAME: LAYERED NETWORKS INC.

1000000402011-4

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

*g 9/25/00*

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DIVISION OF CORPORATIONS  
ATLANTA, FLORIDA  
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OFFICE OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF

LAYERED NETWORKS INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LAYERED NETWORKS INC.

The address of the principal office of this corporation shall be 12362 Westhall Place, Wellington, Florida 33414, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000,000 shares of common stock having \$0.0001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12362 Westhall Place, Wellington, Florida 33414, and the name of the initial registered agent of the corporation at that address is William Scherl.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

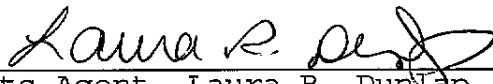
William Scherl	12362 Westhall Place
Dir.	Wellington, Florida 33414

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
2711 Centerville Road Suite 400  
Wilmington, Delaware 19808

The undersigned incorporator has executed these  
Articles of Incorporation on September 22, 2000.

  
\_\_\_\_\_  
Its Agent, Laura R. Dunlap  
Incorporator

SXK

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ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

William Scherl, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

LAYERED NETWORKS INC.

William Scherl is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:

  
William Scherl