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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 889421 8739A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigute

ORDER DATE : November 7, 2000

ORDER TIME : 9:37 AM

ORDER NO. : 889421-005

CUSTOMER NO: 8739A

CUSTOMER: Jonathan Shepard, Esq
Siegel Lipman Dunay & Shepard,
Llp
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

100003455161--3

DOMESTIC FILING

NAME: ELOCITY NETWORKS CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT. 1158

EXAMINER'S INITIALS:

RL 11/7/00

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -7 AM 10: 37
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OFFICE OF FILING

**ARTICLES OF INCORPORATION
OF
eLOCITY NETWORKS CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 1
NAME**

The name of this Corporation is eLocity Networks Corporation.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 200 South Washington Blvd., Suite 9, Sarasota, Florida 34236.

**ARTICLE 3
MAILING ADDRESS**

The mailing address of this Corporation shall be 200 South Washington Blvd., Suite 9, Sarasota, Florida 34236.

**ARTICLE 4
PURPOSES AND POWERS**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Hundred (100) shares of Common Stock, having a par value of One Cent (\$.01) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

**ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, and the name of the initial registered agent of this Corporation at that address is Jonathan L. Shepard.

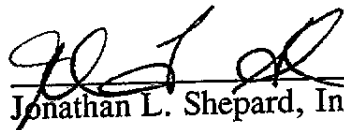
ARTICLE 7
INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Jonathan L. Shepard, 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486.

ARTICLE 8
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 3rd day of November, 2000.


Jonathan L. Shepard, Incorporator

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
eLOCITY NETWORKS CORPORATION**

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

eLocity Networks Corporation, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Jonathan L. Shepard located at 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, County of Palm Beach, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.



Jonathan L. Shepard