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Florida Department of State
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Account Number : 076424003301
Phone : (813) 223-7474
Fax Number : (813) 229-6553

FLORIDA PROFIT CORPORATION OR P.A.

iLIANT Network Partners, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
ILIANET NETWORK PARTNERS, INC.**

ARTICLE I

NAME

The name of this Corporation shall be:

ILIANET Network Partners, Inc.

ARTICLE II

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III

GENERAL PURPOSE

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments or successor thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

CAPITAL STOCK

1. Authorized Capitalization. The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 10,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this Corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

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ELLIANT NETWORK PARTNERS, INC.
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2. Cumulative Voting. In the election of directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this Corporation shall be:

4300 West Cypress Street
Suite 900
Tampa, Florida 33607

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be located at 4300 West Cypress Street, Suite 900, Tampa, Florida 33607, and the initial registered agent of this Corporation at such office shall be Ricardo A. Salas. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

BOARD OF DIRECTORS

1. Number. The Board of Directors of this Corporation shall consist of no less than one (1) nor more than fifteen (15) members, the exact numbers of directors to be fixed from time to time as provided in the bylaws of this Corporation.

2. Powers. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done by the stockholders.

3. Quorum. A quorum for the transaction of business at all meetings of the Board of Directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

4. Removal. Any or all of the directors of this Corporation may be removed from office by the stockholders at any time with or without cause.

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ILLIANT NETWORK PARTNERS, INC.
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5. **Vacancies.** Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office until the next stockholders' meeting at which directors are elected (or, if permitted under applicable law, until the expiration of the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred) and until such director's successor is duly elected and qualifies, unless such director sooner dies, resigns or is removed by the stockholders at any annual or special meeting. A director elected by stockholders to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall consist of the following member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

NameAddress

Ricardo A. Salas

4300 West Cypress Street
Suite 900
Tampa, Florida 33607**ARTICLE IX**
INCORPORATOR

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

NameAddress

Ricardo A. Salas

4300 West Cypress Street
Suite 900
Tampa, Florida 33607

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ARTICLE X

AMENDMENTS

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XI

BYLAWS

1. **Adoption, Amendment, Etc.** The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed in accordance with the bylaws of this Corporation by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

2. **Scope.** The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XII

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this Corporation.

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TRENAM KEMKER

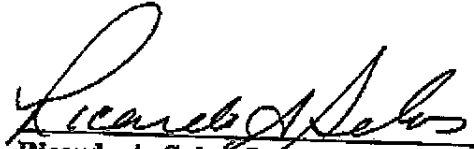
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated as of this 29th day of November, 2000.


Ricardo A. Salas, Incorporator

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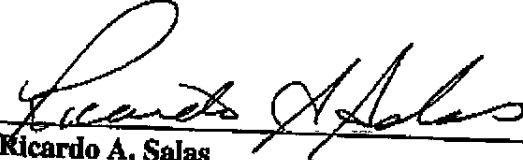
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ILIANET NETWORK PARTNERS, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named Corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 29th day of November, 2000.


Ricardo A. Salas

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