

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Tier Systems, Inc

FILED
03 DEC -5 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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☒ Art of Inc. File

___ LTD Partnership File

___ Foreign Corp. File

___ L.C. File

___ Fictitious Name File

___ Trade/Service Mark

___ Merger File

___ Art. of Amend. File

___ RA Resignation

___ Dissolution / Withdrawal

___ Annual Report / Reinstatement

☒ Cert. Copy

___ Photo Copy

___ Certificate of Good Standing

___ Certificate of Status

___ Certificate of Fictitious Name

___ Corp Record Search

___ Officer Search

___ Fictitious Search

___ Fictitious Owner Search

___ Vehicle Search

___ Driving Record

___ UCC 1 or 3 File

___ UCC 11 Search

___ UCC 11 Retrieval

___ Courier

EFFECTIVE DATE
12-07-00

RECEIVED
00 DEC -5 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature

Requested by: CS 12/5/00 10:00
Name Date Time

Walk-In Will Pick Up

ARTICLES OF INCORPORATION

OF

TIER SYSTEMS, INC.

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00 DEC -5 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, all of whom are duly licensed and competent to contract for a Wireless Internet Broadband Provider that includes all related Internet Services, hereby forms a corporation for profit pursuant to the provisions of the Florida Business Corporation Act and other laws of the State of Florida.

EFFECTIVE DATE
12-07-00

ARTICLE I

Name

The name of this corporation is: **Tier Systems, Inc.**

ARTICLE II

Existence

The corporation's existence shall commence on December 7, 2000.

ARTICLE III

Nature of Corporate Business and Powers

The general nature of the business to be transacted by this Corporation shall

be:

A. To engage in every aspect and phase of the Business of a Wireless Internet Broadband Provider, including providing a complete and full package of Internet services, and all related services authorized to render.

B. To invest and reinvest the funds of this corporation in real estate, mortgages, stocks, bonds of any other type of investments within the meaning of Chapter 621.08, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services.

C. To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or amendment thereof, necessary or incidental to the protection and benefit of this corporation; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be amended from time to time.

ARTICLE IV

Authorized Capital

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Million (1,000,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

HOLLY COHEN
1380 Miami Gardens Drive, Suite 255
N. Miami Beach, Fl 33181

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII
INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street address is:

PRESIDENT: JOHN R. CHURBA 10097 Cleary Blvd., PMB 273, Plantation, Florida 33324

VICE PRESIDENT: DENISE CHURBA 10097 Cleary Blvd., PMB 273 Plantation, Florida 33324

SECRETARY: DENISE CHURBA

The persons named as initial directors shall hold office for the first year of existence are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
PRINCIPAL OFFICE

The principal office of the corporation is as follows:

10097 Cleary Blvd., PMB 273
Plantation, Florida 33324

ARTICLE X
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

John R. Churba
10097 Cleary Blvd. PMB 273
Plantation, Florida 33324

ARTICLE XI

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 29 day of November, 2000.

John R. Churba
JOHN R. CHURBA

***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 the provisions of Section 607.0501, Florida

Statutes, the following is submitted, in compliance with said Statutes:

That Tier Systems, Inc., is desiring to organize under the laws of the State of Florida, with its registered office at: 1380 Miami Gardens Drive, Suite 255, North Miami Beach, FL, and has named, HOLLY COHEN 1380 Miami Gardens Drive, Suite 255, North Miami Beach, FL, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Holly Cohen
HOLLY COHEN