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To:

Division of Corporations
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From: *Olga Giberza Lee, Legal ASST.*

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FLORIDA PROFIT CORPORATION

Xstream Broadband, Inc.

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Articles of Incorporation
of
Xstream Broadband, Inc.

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DIVISION OF CORPORATIONS

The undersigned, being a natural person of the age of 18 years or more, acting as an incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Florida Business Corporation Act, adopts the following Articles of Incorporation for a business corporation.

Article 1: The name of the Corporation is:

Xstream Broadband, Inc.

Article 2: The period of duration of the Corporation is perpetual.

Article 3: The lawful purpose for which the Corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article 4: The number of shares which the Corporation is authorized to issue is 50,000,000 shares all of which of the par value of \$.01 each and classified as Common Shares.

Article 5: The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least one thousand dollars (\$1,000), consisting of money, labor done, or property actually received.

Article 6: The street address of the principal office of the Corporation and its mailing address is 22293 Tupelo Place, Boca Raton, FL 33428. The name of the registered agent of the Corporation is Luis Rojas, Esquire, Duane, Morris & Heckscher LLP, 200 S. Biscayne Boulevard, Suite #3410, Miami, FL 33131.

Article 7: The number of directors constituting the initial Board of Directors are three (3), and the names and addresses of the individuals who are to serve as directors until the first annual meeting of the shareholders or until their successor(s) are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
John Wind III	22293 Tupelo Place Boca Raton, FL 33428	Chairman & CEO

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Page: 3 of 4

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Richard A. Cameron

750 S.W. 4 Street
Boca Raton, FL 33486

Director

Luis Rojas

200 South Biscayne Boulevard
Suite #3410
Miami, Florida 33131

Director

Article 8: Shareholders of the Corporation shall have no preemptive right to acquire additional, unissued, or treasury shares of the Corporation.

Article 9: Cumulative voting of shares of stock is not authorized in the election of directors.

Article 10: The personal liability of all of the directors of the Corporation is hereby eliminated to the fullest extent allowed as provided by Section 607.0831 of the Florida Business Corporation Act, as the same may be supplemented and amended.

Article 11: The Corporation agrees to indemnify the directors to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act for any monetary liability incurred, any suit or proceeding arising out of service as a director of the Corporation while acting in good faith to further what were reasonably believed to be the best interests of the Corporation. However, indemnification will not be available when directors are found liable for intentional misconduct or illegal acts.

Article 12: Any action required or permitted by the Florida Business Corporation Act to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholders meeting if the action had been taken at a meeting and who have not consented in writing.

Article 13: The name and address of the incorporator is John Wind III, 22283 Tupelo Place, Boca Raton, Florida 33428.

Dated this 12 day of December, 2000.


John Wind III, Incorporator

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Page: 4 of 4

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Xstream Broadband, Inc. at the place designated in the Articles of Incorporation, Luis Rojas is familiar with and accepts the duties and responsibilities as Registered Agent in compliance with the provisions of Section 607.0501 (3), Fla. Stat. (1992), relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this ____ day of December, 2000.


Luis Rojas

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