CAPITAL CONNECTION, INC.

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

174 Ponder's Printing • Thomasville, GA 8/00

ePaid Inter	met Solution	5, 7xc,	7000035356875 - -01/12/0101057012 *****70.00 ******70.00
			Art of Inc. File
Signature Requested by: Name	<u> - - </u>		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
Walk-In	Will Pick Up		

ARTICLES OF INCORPORATION

OF

Prepaid Internet Solutions, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Prepaid Internet Solutions, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1175 N.E. 125th Street, Suite 400, North Miami, FL 33161.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Andrew N. Cove, Esq., 225 South 21st Avenue, Hollywood, FL 33020.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Martyn Bennett, 1175 N.E. 125th Street, Suite 400, North Miami, FL 33161.

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this
12th day of January 2001.

"Capital Connection, Inc. by Crystal Dugger, Office Manager"

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1.	The	name	of	the corporation is	Prepaid	Internet	Solutions,	Inc.
		·	1	· · · · · · · · · · · · · · · · · · ·			•	•
2.		name	and	l street address of	the regi	stered a	agent and	-EE!
is:				OUDLEW N. (2016, ES	Q.	_	OIIICE
is:				ADPLEW N. (235 South HOTTVWOOD, F	3127 U1X	Q. SNUE		OILICE

HAVE 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.

THE PH 12: 25