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REFERENCE : 117779 7268165

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 70.00

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2001 APR 17 PM 2:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 17, 2001

ORDER TIME : 10:54 AM

ORDER NO. : 117779-005

CUSTOMER NO: 7268165

800004013238--5

CUSTOMER: Ms. Janet H. Boyce
Broadbank Investment
Group, Inc.
5255 N. Federal Highway
Suite 300
Boca Raton, FL 33487

DOMESTIC FILING

NAME: BROADBAND INVESTMENT GROUP,
INC.

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: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

RECEIVED
01 APR 17 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BROADBAND INVESTMENT GROUP, INC.**

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ARTICLE I - NAME OF CORPORATION

The name of the corporation is:
BROADBAND INVESTMENT GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5255 North Federal Highway, Suite 300, Boca Raton, FL 33487.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized to engage in any or all lawful business for which corporations may be incorporated in this jurisdiction. This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Florida Statutes, Section 607.0302.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares at \$.001 par value common stock which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned and/or transferred in strict accordance with such bylaws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5255 North Federal Highway, Suite 300, Boca Raton, FL 33487. The name of the initial registered agent of this corporation at that address is: Gary W. Boyce.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or decreased from time to time by amending the bylaws to reflect the same, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

GARY W. BOYCE
5255 North Federal Highway
Suite 300
Boca Raton, FL 33487

DAVID L FRANK
5255 North Federal Highway
Suite 300
Boca Raton, FL 33487

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS

(a) The corporation may, by resolution of its Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by in connection with such action, suit, or proceeding, including any appeal thereof, if acted in good faith or in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if had no reasonable cause to believe conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

ARTICLE IX - INITIAL OFFICERS

The initial officers of the corporation are as follows:

President:	GARY W. BOYCE
Vice President:	DAVID L. FRANK
Treasurer:	DAVID L. FRANK
Secretary:	DAVID L. FRANK

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:

GARY W. BOYCE
5255 North Federal Highway
Suite 300
Boca Raton, FL 33487

ARTICLE XI - BYLAWS

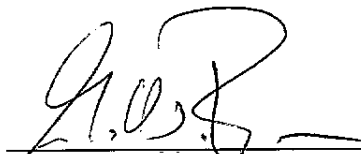
The power to adopt, alter, amend or repeal bylaws shall be vested solely in the Board of Directors.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this

16th day of April, 2001.




GARY W. BOYCE

STATE OF FLORIDA
COUNTY OF PALM BEACH-

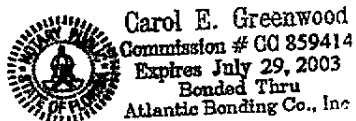
BEFORE ME, the undersigned authority, this day personally appeared, known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that executed those Articles for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this
16th day of April, 2001.



Notary Public
State of Florida at Large

My Commission Expires:



DESIGNATION OF REGISTERED AGENT
FOR BROADBAND INVESTMENT GROUP, INC.

Certificate designating place of business or domicile for the service of process within Florida,
naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that desiring to organize or qualify under the Laws of the State of Florida, with its principal
place of business at the City of Boca Raton, State of Florida, has named Gary W. Boyce, located at
5255 North Federal Highway, Suite 300, Boca Raton, FL 33487 as its agent to accept service of
process within Florida



GARY W. BOYCE

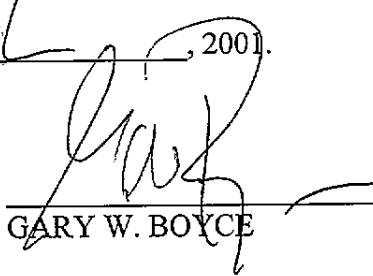
Title: President

Date: 4/16/2001

ACCEPTANCE

HAVING BEEN named as registered agent and to accept service of process for the above-named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 16 day of April, 2001.



GARY W. BOYCE

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