

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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Whitesand Networks/Foster America, Inc

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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 _____

X 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 _____

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DIVISION OF CORPORATION

Signature _____

Requested by: **KC 9-5**

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF INCORPORATION OF
WHITESAND NETWORKS/FOSTER AMERICA, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **WHITESAND NETWORKS/FOSTER AMERICA, INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 4600 West Cypress Street, Suite 465, Tampa, Florida 33607.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

The Corporation's existence shall begin on the filing of these Articles of Incorporation.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$1.00 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

John S. Inglis

Address

101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) directors to hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Judith Taylor Waller	4600 West Cypress Street Suite 465 Tampa, Florida 33607
Edward A. Waller	4600 West Cypress Street Suite 465 Tampa, Florida 33607
Jonathan P. Vielhaber	2202 North Westshore Boulevard Suite 450 Tampa, Florida 33607

ARTICLE VII
INCORPORATOR


The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Judith Taylor Waller	4600 West Cypress Street Suite 465 Tampa, Florida 33607

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation 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, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of August, 2001.


Judith Taylor Waller, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned 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 Whitesand Networks/Foster America, Inc.
2. The name and address of the registered agent and office are:

John S. Inglis
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

SIGNATURE: Judith Taylor Waller
TITLE: Judith Taylor Waller, Incorporator

DATE: August 30, 2001

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: John S. Inglis
John S. Inglis

DATE: August 31, 2001

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TALLAHASSEE, FLORIDA