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ROY MILLER
CERTIFIED PUBLIC ACCOUNTANT
8834-14 Goodby's Executive Dr.
Jacksonville, Florida 32217
(904)731-4846

February 25, 2002

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR -5 AM 9:34
30000504372910
-03/05/02--01044--006
*****131.25 *****87.50

SUBJECT: Broadband Telecom & Technologies, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check payable to the Department of State in the amount of \$131.25 to cover the following:

1. Filing Fee
2. Certified Copy
3. Certificate

The certified copy of the Articles and the certificate should be mailed to Roy Miller, 8834-14 Goodby's Executive Dr., Jacksonville, Florida 32217. Thank you.

Sincerely,

Roy Miller

RM/sdr
Enclosures

F. CHESSE

MAR 1 2

ARTICLES OF INCORPORATION
OF
BROADBAND TELECOM & TECHNOLOGIES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name and Principal Place of Business

The name of the corporation is Broadband Telecom & Technologies, Inc., and the principal place of business is 6824 Phillips Parkway Dr. S., Jacksonville, FL 32256

ARTICLE II

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 10,000 voting shares and 20,000 non-voting shares of \$.00 par value stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 6824 Phillips Pkwy. Dr. S., Jacksonville, FL 32256, and the name of the initial registered agent of this corporation at that address is Jorge Hernandez.

ARTICLE VI

Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

ARTICLE VII

Initial Directors

The names and street addresses of the initial directors of the corporation are:

Jorge Hernandez
10123 Bishop Lake Rd W
Jacksonville, FL 32256

Patrick Dempsey
6824 Phillips Parkway Dr. S.,
Jacksonville, FL 32256

ARTICLE VIII

Incorporators

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

Jorge Hernandez
10123 Bishop Lake Rd W
Jacksonville, FL 32256

ARTICLE IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

ARTICLE X

Restrictions of Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer or encumbrance of the stock of the corporation as they may see fit.

ARTICLE XI

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XII

Indemnification

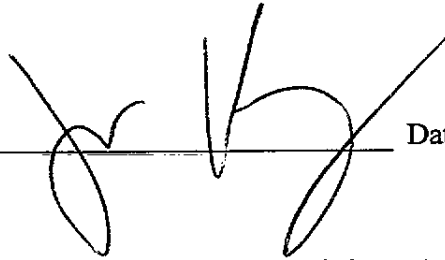
The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to his reservation.

Signature (Incorporator):



Date: FEBRUARY 26, 2002

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 26 day of FEBRUARY 2002.

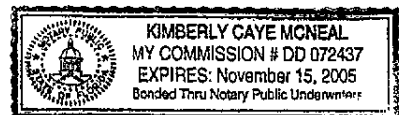
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by JORGE HERNANDEZ, who produced as identification _____ or who is personally known to me and who did / did not take an oath on this 26th day of FEBRUARY 2002.

Notary Public at Large, State of Florida:



My commission expires: 11-15-2005



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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:

Broadband Telecom & Technologies, Inc.
6824 Phillips Pkwy. Dr. S.
Jacksonville, FL 32256

2. The name and address of the registered agent and office is:

Jorge Hernandez
6824 Phillips Pkwy. Dr. S.
Jacksonville, FL 32256

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TALLAHASSEE, FLORIDA
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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.

Signature: _____

Date: FEBRUARY 26, 2002

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314