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FILED

02 MAY 30 PM 12:16

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE FLORIDA

REFERENCE : 601745. 4303929

AUTHORIZATION :

Patricia Pizuto

COST LIMIT : \$ 78.75

ORDER DATE : May 30, 2002

ORDER TIME : 10:15 AM

ORDER NO. : 601745-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson
Greenberg Traurig, P.a.

300005651298--9

1221 Brickell Avenue
21st Floor
Miami, FL 33131-3238

DOMESTIC FILING

NAME: MYCITY NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

RECEIVED
02 MAY 30 AM 11:27
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

MYCITY NETWORK, INC.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLE I

The name of the corporation is MYCITY NETWORK, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o James P.S. Leshaw, Greenberg Traurig, P.A., 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue Ten Thousand (10,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is The Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The Board of Directors shall initially consist of two (2) members and the names and addresses of such members, who will serve until their successors are duly elected and qualified, are:

Mr. Rene Eichenberger
Alpine Venture Capital Partners, LP
One North Clematis Street
Suite 510
West Palm Beach, Florida 33401

Mr. Richard Lampen
New Valley Corporation
Bank of America Tower at International Place
100 S.E. Second Street, 32nd Floor
Miami, Florida 33131

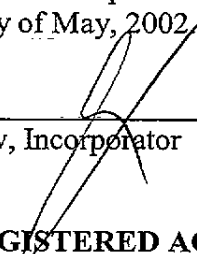
ARTICLE VII

The name of the Incorporator is James P.S. Leshaw and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 29th day of May, 2002.



James P.S. Leshaw, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MYCITY NETWORK, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company



As Agent for the Registered Agent

Brian Courtney
Asst. V. Pres.

Dated: May 30, 2002

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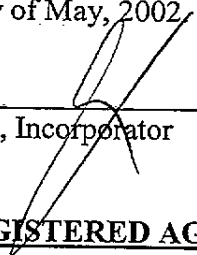
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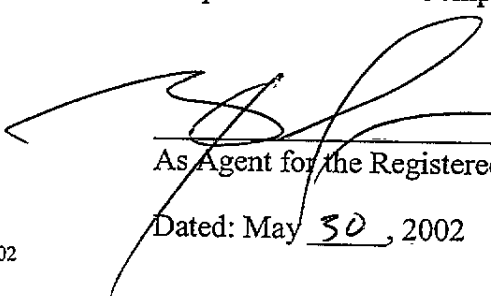


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