Division of Corporations

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Florida Department of State
Division of Corporations
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To:
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From: 04973
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     Account Name    : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
     Account Number  : 075350000132
     Phone           : (305)374-7580
     Fax Number      : (305)350-2446
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FLORIDA PROFIT CORPORATION OR P.A.

Wi-Fi Miami, Inc.

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**ARTICLES OF INCORPORATION
OF
WI-FI MIAMI, INC.**

ARTICLE I – NAME

The name of this corporation is Wi-Fi Miami, Inc.

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

> 2665 South Bayshore Drive
> Suite 1200
> Coconut Grove, FL 33133.

ARTICLE III – PURPOSE

The purpose of this corporation shall be to engage in any and lawful acts or activities for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV – CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, all of which are to have a par value of One Dollar ($1.00).

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

> 2665 South Bayshore Drive
> Suite 1200
> Coconut Grove, FL 33133;

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and the name and address of the initial registered agent of this corporation are:

Name   Address

Jeffrey Berkowitz   2665 South Bayshore Drive
                              Suite 1200
                              Coconut Grove, FL 33133.

ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

Name   Address

Jeffrey Berkowitz   2665 South Bayshore Drive
                              Suite 1200
                              Coconut Grove, FL 33133.

ARTICLE VIII -- INCORPORATOR

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

Name   Address

Jeffrey Berkowitz   2665 South Bayshore Drive
                              Suite 1200
                              Coconut Grove, FL 33133.

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ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.
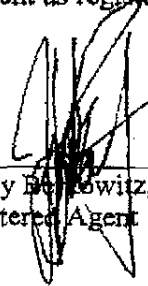
ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the _16_ day of January, 2004.

Jeffrey Berkowitz, Incorporator and
Registered Agent

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