

**Electronic Articles of Incorporation
For**

P05000027703
FILED
February 22, 2005
Sec. Of State
sprather

CITI WIFI NETWORKS, INC.

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

Article I

The name of the corporation is:

CITI WIFI NETWORKS, INC.

Article II

The principal place of business address:

42 FIRST STREET SOUTH
ST. PETERSBURG, FL. 33701

The mailing address of the corporation is:

42 FIRST STREET SOUTH
ST. PETERSBURG, FL. 33701

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

FRANK W MCCARTHY
42 FIRST STREET SOUTH
ST. PETERSBURG, FL. 33701

I certify that I am familiar with and accept the responsibilities of registered agent.

P05000027703
FILED
February 22, 2005
Sec. Of State
sprather

Registered Agent Signature: FRANK W. MCCARTHY

Article VI

The name and address of the incorporator is:

FRANK W. MCCARTHY
42 FIRST STREET SOUTH
ST. PETERSBURG, FL 33701

Incorporator Signature: FRANK W. MCCARTHY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P, S
FRANK W MCCARTHY
42 FIRST STREET SOUTH
ST. PETERSBURG, FL. 33701

Title: VP
PHILLIP COLLINS
42 FIRST STREET SOUTH
ST. PETERSBURG, FL. 33701

Title: T
MICHAEL SHEAFFER
42 FIRST STREET SOUTH
ST. PETERSBURG, FL. 33701