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DIVISION OF CORPORATION

DAVID M BURTON
(Requestor's Name)

15597 NEWPORT RD
(Address)

CLEARWATER FL 34620
(City, State, Zip) (Phone #) 513 531-7171

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. INSTANT COMMUNICATIONS
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF INCORPORATION
OF
INSTANET COMMUNICATIONS, INC.**

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TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation shall be:

INSTANET Communications, Inc.

ARTICLE II.

Principal Office

The principal office and mailing address of this corporation
shall be:

Suite 220
15950 Bay Vista Drive
Clearwater, Florida 34620

ARTICLE III.

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV.

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V.

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 500,000 shares having a par value of \$.01 per share. Each of the said shares of stock shall entitle to holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI.

Preemptive Rights

The stockholders of the corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VII.

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 15597 Newport Road, Clearwater, Florida 34624, and the name of the corporation's initial registered agent at such address is DAVID A. BURTON. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VIII.

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
BERNARD PETRESCUE	12700 Kimberly Oaks Circle Largo, Florida 34644
DAVID A. BURTON	15597 Newport Road, Clearwater, Florida 34624

ARTICLE IX.

Incorporators

The name and address of the incorporator of this corporation is as follows:

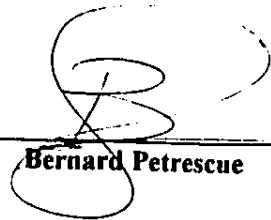
<u>Name</u>	<u>Address</u>
BERNARD PETRESCUE	12700 Kimberly Oaks Circle Largo, Florida 34644

ARTICLE X.

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Bernard Petrescue

UNITED STATES OF AMERICA
STATE OF FLORIDA
COUNTY OF PINELLAS

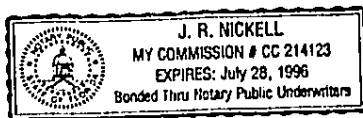
BEFORE ME, the undersigned authority, on this 19 day of Feb, 1995,
personally appeared BERNARD PETRESCUE, to me well known to be the person
described in and who signed the foregoing Articles of Incorporation, and
acknowledged to me that he executed the same freely and voluntarily for the uses
and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

J. R. Nickell
Notary Public

My Commission Expires:

July 28, 1996



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

INSTANET Communications, Inc., with its principal place of
business at City of Clearwater, County of Pinellas, State of Florida, has named
DAVID A. BURTON, located at 15597 Newport Road, City of Clearwater, County
of Pinellas, State of Florida, as its agent to accept service of process within Florida.

Signature

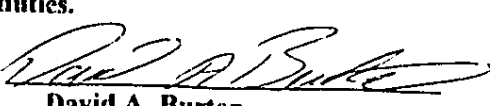

Bernard Petrescue

Date

Feb 17/95

Having been named to accept service of process for the above-stated
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.

Signature


David A. Burton
(Registered Agent)

Date

Feb 17/95

P95000013929

Instantet Intercommunications
(Requestor's Name)

15950 Bay Vista Dr. #220
(Address)

Charleston, FL 34620
(City, State, Zip) (Phone #)

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*****70.00 *****35.00

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Examiner's Initials

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Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: INSTANET Communications, Inc.

1b. The mailing address of the corporation is: P.O. Box 5357
Largo, FL 34649

1c. Date of incorporation: Feb 20/95 Document number: P95000013929

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

David A. Burton
15597 Newport Road
Clearwater, FL 34624

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Bernard Petrescue
12700 Kimberly Oaks Circle
Largo, FL 34644

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature] President
(Signature of an officer, chairman or
vice chairman of the board)

(Printed or typed name and title)

April 24/95
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative 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]
(Signature of Registered Agent)

April 24/95
(Date)

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TALLAHASSEE, FLORIDA