

GEMINI

GEMINI GROUP, INC.

P950000 30788
April 13, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RECORDED 14173012
44/14/95-01107-000
***122.50 ***122.5

Re: FloridaNet, Inc.

Dear Sir:

I am enclosing herewith two originals of Articles of Incorporation for the above corporations, together with Cybergate's check in the amount of \$122.50 representing the filing fee in connection therewith.

Kindly return the certified copies in the enclosed Federal Express envelope. Your cooperation in this regard is greatly appreciated.

Very truly yours,

Barbara A. Sweginnis
Barbara A. Sweginnis
Legal Assistant

/bas
Encs.

VIA FEDERAL EXPRESS

Dmc 4/19/95

FILED
95 APR 14 11:14
TALLAHASSEE, FLORIDA

GEMINI GROUP, INC.

1301 West Newport Center Drive • Deerfield Beach, FL 33442 • (305) 570-7676 • FAX (305) 360-7112

ARTICLES OF INCORPORATION
OF

FloridaNet, INC.

FILED

95 APR 14 AM 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: - FloridaNet, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this business is to perform any and all lawful business in the State of Florida.

ARTICLE IV - STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of Common Stock, \$1.00 par value, which shall be designated as "Common Shares".

ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF COMMON STOCK

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be THOMAS R. BENHAM, 1301 West Newport Center Drive, Deerfield Beach, Florida 33442. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have two (2) Director(s) initially. The number of directors may be increased or diminished from time to time through the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

THOMAS R. BENHAM	President/Director
1301 W. Newport Center Dr.	
Deerfield Beach, FL. 33442	

THOMAS R. BENHAM, JR.	Secretary/Treasurer
1301 W. Newport Center Dr.	
Deerfield Beach, FL. 33442	

ARTICLE IX - SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation is:

THOMAS R. BENHAM
1301 W. Newport Center Dr.
Deerfield Beach, FL. 33442

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Subscriber, has executed the foregoing Articles of Incorporation on this 10th day

of April, 1995.



THOMAS R. BENHAM - Subscriber

STATE OF FLORIDA

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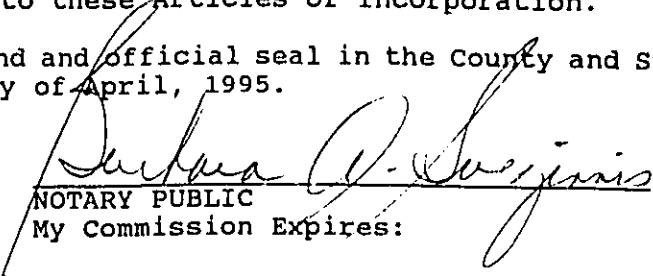
: SS.:

COUNTY OF PALM BEACH

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I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, THOMAS R. BENHAM, to me known personally to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 10th day of April, 1995.



NOTARY PUBLIC

My Commission Expires:



BARBARA A. SWEGINNIS
COMMISSION # CC 447055
EXPIRES MAR 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED

CERTIFICATE DESIGNATING REGISTERED AGENT

95 APR 14 AM 11:12

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

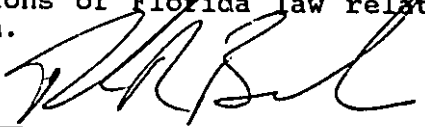
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THAT FloridaNet, INC., desiring to organize under the laws of the State of Florida, with its principal office at 1301 West Newport Center Drive, Deerfield Beach, Florida 33442 has named THOMAS R. BENHAM located at 1301 West Newport Center Drive, Deerfield Beach, Florida 33442, as its Agent to accept service of process within this State.


THOMAS R. BENHAM - Subscriber

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


THOMAS R. BENHAM
Registered Agent