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716 • 232-0500
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April 18, 1995

UPS NEXT DAY AIR

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Boca Raton Internet Services, Inc.

EFFECTIVE DATE

Gentlemen:

4-17-95

Enclosed herewith please find an original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our client's check in the amount of \$122.50 is enclosed for the required filing fee.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

HARTER, SECRET & EMERY

Kelly M. Braun

Kelly M. Braun

(Jw)

KMB/jpw
Enclosures

Signed by Ms. Braun's Secretary in her
absence to avoid delay.

cc: Mr. Beckwith Miller

BROWN APR 24 1995

EFFECTIVE DATE

4-14-95

ARTICLES OF INCORPORATION
OF
BOCA RATON INTERNET SERVICES, INC.

FILED
95 APR 19 PM 3:04
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is Boca Raton Internet Services, Inc. and the street address of the Corporation is 3361 Tamiami Trail North, Naples, Florida 33940.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of fifty cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be c/o Harter, Secrest & Emery, 800 Laurel Oak Drive, Naples, Florida 33963. The name of the initial registered agent of the Corporation at the registered office shall be Timothy R. Parry, Esq.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of three (3) people. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Marcus P. Zillman
1147 Eddington Place
Marco Island, Florida 33969-0220

Beckwith B. Miller
4666 Crayton Road
Naples, Florida 33940

Teresa B. Miller
4666 Crayton Road
Naples, Florida 33940

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Beckwith B. Miller
4666 Crayton Road
Naples, Florida 33940

ARTICLE VII

Commencement of Existence


The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

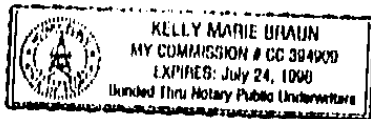
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 17 day of April, 1995.



Beckwith B. Miller
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17 day of April, 1995, by Beckwith B. Miller, who is personally known to me or who has produced his identification and who did/did not take an oath.



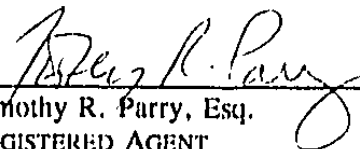
KMB
Notary Public

Kelly M. Braun
Printed Name

ACCEPTANCE OF REGISTERED AGENT
FOR
BOCA RATON INTERNET SERVICES, INC.

FILED
95 APR 19 PM 3:04
TALLAHASSEE, FLORIDA

I, Timothy R. Parry, Esq., having signed the within as registered agent of Boca Raton Internet Services, Inc., (the "Corporation") at the registered address of c/o Harter, Secrest & Emery, 800 Laurel Oak Drive, Suite 400, Naples, Florida 33963, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



Timothy R. Parry, Esq.
REGISTERED AGENT