

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-142-8086



ACCOUNT NO. 07210000032

REFERENCE : 596532 4135A

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 122.50

ORDER DATE : May 10, 1995

ORDER TIME : 9:57 AM

ORDER NO. : 596532

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CUSTOMER NO: 4135A

CUSTOMER: Ana Salas, Esq
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: INTERNET PROVIDERS OF FLORIDA,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

RECEIVED
95 MAY 10 AM 10:56
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FL 32301
FILED
95 MAY 10 PM 2:13

T. BROWN MAY 10 1995

**ARTICLES OF INCORPORATION
OF
INTERNET PROVIDERS OF FLORIDA, INC.**

FILED
95 MAY 10 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is InterNet Providers of Florida, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is Capital Plaza, 10700 N. Kendall Drive, Suite 204, Miami, Florida 33176; and the name of the initial registered agent of the Corporation at that address is James A. Furst.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is Capital Plaza, 10700 N. Kendall Drive, Suite 204, Miami, Florida 33176.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors are as follows:

James A. Furst
Capital Plaza, Suite 204
10700 N. Kendall Drive
Miami, Florida 33176

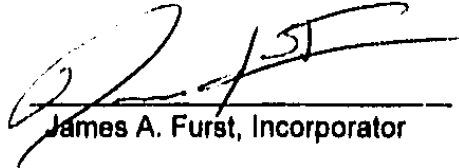
David S. Diaz
Capital Plaza, Suite 204
10700 N. Kendall Drive
Miami, Florida 33176

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

James A. Furst
Capital Plaza, Suite 204
10700 N. Kendall Drive
Miami, Florida 33176

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 9th day of May, 1995.



James A. Furst, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That InterNet Providers of Florida, Inc., desiring to organize under the laws of the State of Florida, has named James A. Furst, located at Capital Plaza, 10700 N. Kendall Drive, Suite 204, Miami, Florida 33176; as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 9th day of May, 1995.


James A. Furst, Registered Agent

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TALLAHASSEE, FLORIDA