

1401 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-9171 FAX

800-342-8086



*PR600011280*

RECEIVED  
96 FEB -5  
DIVISION OF REVENUE

ACCOUNT NO. : 072100000032

REFERENCE : 010765 1004730

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 122.50

900001706929

ORDER DATE : January 24, 1996

ORDER TIME : 2:49 PM

ORDER NO. : 010765

CUSTOMER NO: 1004730

CUSTOMER: Jonathan Rotstein, Esq  
JONATHAN ROTSTEIN, ESQ

309 Oakridge Boulevard

Daytona Beach, FL 32118

*need  
TODAYS  
Date  
please*

DOMESTIC FILING

NAME: GLOBALNET 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: MJP

EXAMINER'S INITIALS:

**T BROWN FEB - 6 1996**

FILED  
96 FEB -5 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
96 FEB -5 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
Globalnet Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Globalnet Inc.

The address of the principal office of this corporation shall be 3 Twin River Drive, Ormond Beach, Florida 32174, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hayn Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Vic Spanos  
Dir.

3 Twin River Drive  
Ormond Beach, Florida 32174

Naief Bin-Talal  
Dir.

110 Aleatha Drive  
Daytona Beach, Florida 32114

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

|                            |   |
|----------------------------|---|
| Vic Spanos<br>Pres.        | 3 Twin River Drive<br>Ormond Beach, Florida 32174 |
| Nalef Ein-Talal<br>V.Pres. | 110 Aleatha Drive<br>Daytona Beach, Florida 32114 |

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 5, 1996.

CORPORATION SERVICE COMPANY

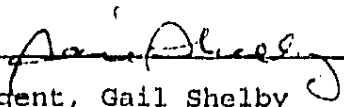
By: *Gail Shelby*  
Its Agent, Gail Shelby

FILED  
96 FEB -5 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Gail Shelby

ACG/mjp

**P960000/1280**

**GlobalNet Inc.  
1248 Broad St.  
Augusta, GA 30907  
706-724-1509**

October 22, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700001995747--4  
-11/05/96--01058--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Articles of Amendments to Articles of Incorporation & Certificate of Status

Dear Sirs:

Please file the enclosed Articles of Amendments to the Articles of Incorporation of GlobalNet Inc. A check in the amount of \$43.75, payable to the order of "Florida Department of State," is also enclosed to cover the filing fee and one copy of a Certificate of Status of GlobalNet Inc.

Please return the filed Amendments and the Certificate to the undersigned at the address on the letterhead of this letter.

Thank you for your assistance.

Sincerely,



William C. Bittner  
General Counsel

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV -4 AM 10:50

*Amend*

NOV 6 1996

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GLOBALNET INC.**

SECRET  
DIVISION 4  
NOV-4 1110-50

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation, adopts the following Articles of Amendment to its Articles of Incorporation:*

**FIRST: Amendments adopted:**

1. Article 4 is deleted and the following inserted in lieu thereof:

"The Directors of the Corporation shall be:

JAMES S. FALLER, II of 3521 Granite Way, Augusta, Georgia 30907;  
ROLAN COLÓN of 1110 E. 8th. Ave., 2nd Floor, Hialeah, Florida 33010; and  
BEVERLY A. CANDLISH of 11 Sir Percival Court, Markham, Ontario  
L3P 3S2 Canada "

2. Article 5 is deleted and the following inserted in lieu thereof:

"The Officers of the Corporation shall be:

PRESIDENT: JAMES S. FALLER, II of 3521 Granite Way, Augusta, Georgia  
30907;  
VICE PRESIDENT: ROLAN COLÓN of 1110 E. 8th. Ave, 2nd Floor, Hialeah,  
Florida 33010;  
SECRETARY: BEVERLEY A. CANDLISH of 11 Sir Percival Court, Markham,  
Ontario L3P 3S2 Canada  
TREASURER: BEVERLEY A. CANDLISH of 11 Sir Percival Court, Markham,  
Ontario L3P 3S2 Canada"

**SECOND,** No amendment provides for an exchange, recalcification or cancellation of issued shares.

**THIRD:** The date of each amendment's adoption is October 8, 1996.

**FOURTH:** Adoption of Amendments.

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 22nd. day of October, 1996.



James S. Faller, II  
Chairman of the Board of Directors  
& President



P96000011280

**GlobalNet International, Inc.**

753 Broad St., 7th. Floor, Augusta, GA 30901

Phone: 706-724-1509; Fax: 706-724-1823

March 28, 1997

Annual Reports Filings  
Division of Corporations  
Post Office Box 1500  
Tallahassee, FL 32302-1500

800002148138--3  
-04/18/97--01105--004  
\*\*\*\*\*207.75 \*\*\*\*\*35.00

Gentlemen:

Enclosed is our 1997 Annual Report together with a check in the amount of \$207.75 made payable to the "Department of State" to cover the annual report filing fee, a copy of a certificate of status and filing of amendments to the articles of incorporation..

Note that the corporation has changed its name, address and registered agent as well as its officers. These changes were all done by amendment to the articles of incorporation which are attached as we were instructed to do by your telephone representative.

If there are any questions, please let us know. Thank you for your assistance in this matter.

Sincerely,

*William C. Bittner*

William C. Bittner  
Counsel.

FILED  
97 APR 11 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 APR 11 AM 8:16  
DIVISION OF CORPORATIONS

*Amend & Name  
LFT*

FILED  
97 APR 11 PM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GLOBALNET INTERNATIONAL, INC.,  
formerly GLOBALNET INC.**

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation, adopts the following Articles of Amendment to its Articles of Incorporation:*

**FIRST:** Amendments adopted:

1. Article I is deleted and the following inserted in lieu thereof:

**"ARTICLE I NAME**

The name of the corporation shall be:

GlobalNet International, Inc.

The address of the principal office of this corporation shall be:

753 Broad St., 7th. Floor

Augusta, GA 30901

and the mailing address of the corporation shall be the same."

2. Article IV is deleted and the following inserted in lieu thereof:

**"ARTICLE IV REGISTERED AGENT**

The street address of the registered office of the corporation shall be:

200 S. Biscayne Blvd., Suite 2750

Miami, FL 33131

and the name of the registered agent of the corporation at that address is:

Rolan Colón."

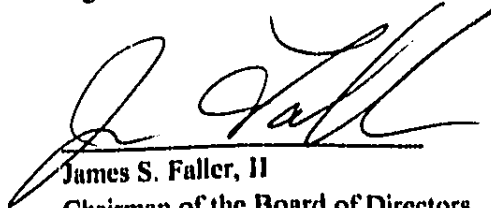
**SECOND,** No amendment provides for an exchange, reclassification or cancellation of issued shares.

**THIRD:** The date of each amendment's adoption is December 30, 1996.

**FOURTH: Adoption of Amendments.**

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 30th. day of December, 1996.

A handwritten signature in dark ink, appearing to read 'J. Faller, II', is written over a horizontal line.

James S. Faller, II  
Chairman of the Board of Directors  
& President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN AMENDED ARTICLES OF INCORPORATION**  
**GLOBALNET INTERNATIONAL, INC.**  
**FORMERLY GLOBALNET INC.**

The undersigned, ROLAN COLÓN, a resident of the State of Florida, whose address is identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Amended Articles, is familiar with and hereby accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

READ AND ACCEPTED:

  
\_\_\_\_\_  
ROLAN COLÓN

Date: December 30, 1996