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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

FROM: EMPIRE CORPORATE KIT COMPANY
1402 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 3394-0000

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MARGATE INTERNET SERVICES CORPORATION, INC.
FAX AUDIT NUMBER: H96000004440
DATE REQUESTED: 03/27/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 7
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 15:15:53

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 MAR 28 AM 11:11

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95 MAR 28 AM 11:11
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

MARGATE INTERNET SERVICES CORPORATION, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: MARGATE INTERNET SERVICES CORPORATION, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 6221 WEST ATLANTIC BLVD. MARGATE FL 33063

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$ 1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

JAY D. FREEDMAN, ESQ.
3000 SOUTH OCEAN BLVD. SUITE 1205
BOCA RATON FLORIDA 33432

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:

PRESIDENT
DON KEEBER
6221 WEST ATLANTIC BLVD.
MARGATE FLORIDA 33063

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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 W. FLAGLER STREET #200
MIAMI FLORIDA 33135

The undersigned has executed these Articles of Incorporation this 27 day of MARCH, 1996.

Ray C. Stormont
Incorporator
RAY C. STORMONT FOR
EMPIRE CORPORATE KIT OF AMERICA, INC.

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FILED
MAR 28 11:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

P.21

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that Margate Internet Service Corporation, Inc.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
(Florida)
with its principal office, as indicated in the articles of
incorporation has named Jay D. Freedman, Esq.
(Name of Registered Agent)
located at 3000 South Ocean Boulevard - West
City of Boca Raton County of Palm Beach
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Registered Agent

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MARGATE INTERNET SERVICES CORPORATION, INC.
6221 West Atlantic Boulevard
Margate, Florida 33063

June 25, 1997

Florida Secretary of State - Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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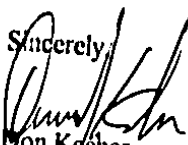
Dear Sir or Madam,

Enclosed please find an original and one copy of the Articles of Dissolution for Margate Internet Services Corporation, Inc. Please file the original and return the copy stamped as filed to the above address.

Also enclosed, please find a check in the amount of \$35 for the filing fee.

Thank you for your cooperation.

Sincerely,


Don Koeber
President

Vol. Diss.

FILED
97 JUL 16 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

vgw 7-18-97

**ARTICLES OF DISSOLUTION
OF
MARGATE INTERNET SERVICES CORPORATION, INC.**

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving:

1. The name of the corporation is of Margate Internet Services Corporation, Inc.
2. Dissolution was authorized by resolution of the Board of Directors on 6/30, 1997, and by vote of the shareholders on 6/30, 1997.
3. Of the 100 shares outstanding and entitled to vote on the matter of dissolution, all 100 voted for dissolution. No voting by classes is required. Two-thirds of all outstanding shares of the Corporation and two-thirds of the outstanding shares of each class of shares had affirmatively voted for such dissolution and that, therefore, such votes being sufficient for approval, and such resolution for dissolution of the Corporation was duly adopted by the shareholders.

Dated, this 3 day of July, 1997.

By: [Signature]
Don Keeber
President

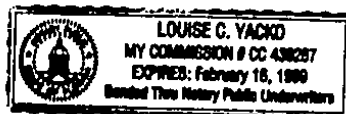
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97 JUL 16 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF BROWARD)

) SS.

The foregoing instrument was acknowledged before me this 30th day of June, 1997 by Don Keeber, who is personally known to me or has produced FLD DIV LC K1401855263 as identification and who did take an oath, who being duly sworn, did depose and say and did acknowledge that he is the President of Margate Internet Services Corporation, Inc., the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said Agreement is such corporate seal; that it was so affixed by the order of the board of directors of the said corporation; and that he signed his name thereto by like order.



[Signature]
Notary Public

LOUISE C. YACKO
Printed name

My commission expires: 2-16-98