

P 96000030494

ARNSTEIN & LEHR
515 NORTH FLAGLER DRIVE - SUITE 800
WEST PALM BEACH, FLORIDA 33401-4323

(407) 833-0000

FAX (407) 833-8851

FOUNDED 1893

BOCA RATON, FLORIDA

CHICAGO, ILLINOIS

HOFFMAN ESTATES, ILLINOIS

MILWAUKEE, WISCONSIN

Brian J. Cooke

March 28, 1996

Corporate Records Bureau
Division of Corporations
Department of State
407 East Gaines Street
Tallahassee, FL 32399

000001766710
-04/02/96--01009--004
***122.50 ***122.50

Re: Articles of Incorporation of Nashamill, Inc.

Ladies and Gentlemen:

Enclosed herewith is an original and one (1) executed copy of the Articles of Incorporation of Nashamill, Inc.

Also enclosed is a law firm check made payable to the Secretary of State in the amount of \$122.50 to cover the filing fee.

Kindly process this matter and return the certified copy of the Articles of Incorporation at your earliest convenience.

Should you have any questions, please feel free to contact me.

Thanking you for your courtesy and attention, I am

Very truly yours,

Brenda Fenton

Brenda Fenton
Legal Secretary

TALLAHASSEE, FLORIDA

APR - 1 PM 4:19

FILED

BJC/bf/
Enclosures
14106_1

SN APR - 8 1996

**ARTICLES OF INCORPORATION
OF
NASHAMIL, INC**

1:11 PM
28 APR -1 PM 4:19
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be NASHAMIL, INC., having as its initial corporate mailing address: P.O. Box 3181, Palm Beach, FL 33480.

ARTICLE II - DURATION

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the corporation shall be Two Thousand (2,000) shares common stock.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 515 North Flagler Drive, Suite 600, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Brian J. Cooke. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors of two (2). The number of directors may be either increased or diminished from time to time but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation is:

Beth Amil
P.O. Box 3181
Palm Beach, FL 33480

Patsy Nash
P.O. Box 3181
Palm Beach, FL 33480

ARTICLE VII - INCORPORATOR

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

Brian J. Cooke
c/o Arnstein & Lehr
515 North Flagler Drive, Suite 600
West Palm Beach, FL 33401

ARTICLE VIII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in those Articles of Incorporation notwithstanding, If the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 27 day of March 1996.

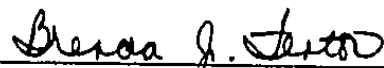


Brian J. Cooke

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned authority, Brian J. Cooke, to me well known and known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

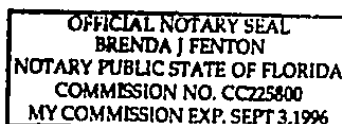
IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 27th day of March, 1996.



NOTARY PUBLIC
Brenda J. Fenton

(Type or Print Name)
State of Florida at Large

My Commission expires:
Commission Number:



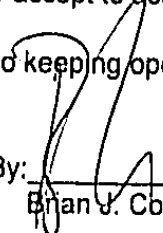
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Florida Statutes the following is submitted:

First -- That Nashamil, Inc., has named Brian J. Cooke, who is located at Arnstein
& Lehr, 515 North Flagler Drive, Suite 600, City of West Palm Beach, County of Palm
Beach, State of Florida, 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 accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open said office.

By: 
Brian J. Cooke

17532_1

TALLAHASSEE, FLORIDA

SEP 11 - 1 PM 4:19

FILED

P96000030494

ARNSTEIN & LEHR
515 NORTH FLAGLER DRIVE - SUITE 600
WEST PALM BEACH, FLORIDA 33401-4323
(407) 833 0000
FAX (407) 858-6551
FOUNDED 1893

BOCA RATON, FLORIDA
CHICAGO, ILLINOIS
HOFFMAN ESTATES, ILLINOIS
MILWAUKEE, WISCONSIN

Brian J Cooke

July 25, 1996

Corporate Records Bureau
Division of Corporations
Department of State
407 East Gaines Street
Tallahassee, FL 32399

300001907443
-07/30/96--01024--011
*****35.00 *****35.00

Re: Nashamil, Inc.

Ladies and Gentlemen:

Please find enclosed an original and one executed copy of the Amendment to Articles of Incorporation of Nashamil, Inc.

Also enclosed is a law firm check made payable to the Secretary of State in the amount of \$35.00 to cover the filing fee.

Kindly process this matter and return a copy of the Amendment to Articles of Incorporation of Nashamil, Inc. at your earliest convenience.

Should you have any questions, please feel free to contact me.

Thanking you for your courtesy and attention, I am

Very truly yours,

Brenda Fenton

Brenda Fenton
Legal Secretary

BJC/bf/
Enclosures
8655_1

SH 9/4

FILED
25 SEP -5 PM 1:55
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 6, 1996

Brenda Fenton
Arnstein & Lehr
515 N. Flagler Dr., Suite 600
West Palm Beach, FL 33401-4323

SUBJECT: NASHAMIL, INC
Ref. Number: P96000030494

We have received your document for NASHAMIL, INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 996A00037364

ARNSTEIN & LEHR

515 NORTH FLAGLER DRIVE - SUITE 000
WEST PALM BEACH, FLORIDA 33401-4323

(407) 833-0000

FAX (407) 858-8551

FOUNDED 1893

BOCA RATON, FLORIDA

CHICAGO, ILLINOIS

HOFFMAN ESTATES, ILLINOIS

MILWAUKEE, WISCONSIN

Brian J. Cooke

September 4, 1996

Division of Corporations
Florida Department of State
407 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

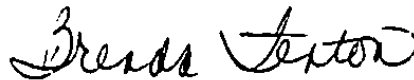
Re: Amendment to Articles of Incorporation of Nashamil, Inc.

Ladies and Gentlemen:

Please find enclosed an original and one (1) copy of revised Amendment to Articles of Incorporation of Nashamil, Inc. Also enclosed is a copy of your August 6, 1996 letter to us. Kindly file the revised Amendment.

Thanking you for your courtesy and attention, I am

Very truly yours,



Brenda Fenton

RECEIVED
96 SEP -5 5:28
ENCLOSURES
DIVISION OF CORPORATIONS

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NASHAMIL, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation's Act, the undersigned Corporation adopts the following Articles of Amendment to the Articles of Incorporation.

1. Article I is hereby amended to read as follows: The name of the Corporation shall be WIRED IN PALM BEACH, INC.
2. The Amendment to the Articles of Incorporation were adopted on June 6, 1996.
3. The Amendment was approved by unanimous consent of all of the Shareholders. The number of votes cast for approval were sufficient.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amended being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 26th day of August, 1996.

ATTEST:

NASHAMIL, INC.

By: Beth Amil

Beth Amil, Secretary

By: Patsy L. Nash

Patsy Nash, President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PALM BEACH

1996 JH The foregoing instrument was acknowledged before me this 26th day of August, 1995 by PATSY NASH, President of NASHAMIL, INC., who is:

✓ personally known to me, OR

_____ has produced _____ as identification.

Garnett E. Helibart
Notary Name: _____
NOTARY PUBLIC
My Commission Expires: _____

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