

P96000034309



FILED
96 APR 19 PM 12:14
SEATTLE, WASH.
FALLADONELL, FL 32001

ACCOUNT NO. : 072100000032

REFERENCE : 924704 4330594

AUTHORIZATION :

COST LIMIT : * 122.50

ORDER DATE : April 19, 1996

ORDER TIME : 10:01 AM

ORDER NO. : 924704

CUSTOMER NO: 4330594

CUSTOMER: Justin Wilson, Legal Assistant
ADORNO & ZEDER, P.A.

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

600001787156

DOMESTIC FILING

NAME: CONNECT EXPRESS, INC.

EFFECTIVE DATE:

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: Michelle Bailey

EXAMINER'S INITIALS:

96 APR 19 PM 10:10
DIVISION OF REVENUE
TAXATION

4-19-96

ARTICLES OF INCORPORATION
OF
CONNECT EXPRESS, INC.

FILED

96 APR 19 PM 12:16

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. - NAME

The name of this corporation is Connect Express, Inc. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

c/o A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000,000 shares of Common Stock having a par value of \$0.01 per share.

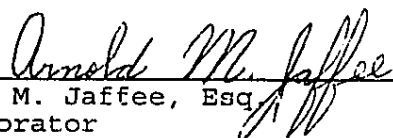
ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial Registered Agent of this Corporation at such office shall be A Z Registered Agent Corporation.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Arnold M. Jaffee, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on April 16, 1996.



Arnold M. Jaffee, Esq.
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is:

Connect Express, Inc.

2. The name and address of the Registered Agent and the registered office is: A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of Connect Express, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the Registered Agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Date: April 16, 1996

A Z REGISTERED AGENT CORPORATION

By: Arnold M. Jaffee
Arnold M. Jaffee,
Vice President

06/25/96

6/25/96
9:42 AM

FAX 305 581 4777

ADD NO A

0001

P96000034309

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: ADORNO & ZEDER, P.A.
DEPARTMENT OF STATE 2601 S BAYSHORE DR
STATE OF FLORIDA SUITE 1600
409 EAST GAINES STREET MIAMI FL 33133-
TALLAHASSEE, FL 32399 CONTACT: JUSTIN T WILSON
FAX: (904) 922-4000 PHONE: (305) 860-7090
FAX: (305) 850-4777

DOCUMENT TYPE: BASIC AMENDMENT
NAME: CONNECT EXPRESS, INC.
FAX AUDIT NUMBER: H96000008814
DATE REQUESTED: 06/25/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 1
ESTIMATED CHARGE: \$87.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 09:41:54
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER:
072100000120

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000008814))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

10073.002

Refax

~~446-13452~~

C. B. Jones
Linda

FILED
95 JUN 25 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 JUN 25 PM 2:32

RECEIVED



FLORIDA DEPARTMENT OF STATE
Samira B. Mortham
Secretary of State

June 25, 1996

CONNECT EXPRESS, INC.
2601 N. BAYSHORE DRIVE, SUITE 1600
C/O A Z REGISTERED AGENT CORPORATION
MIAMI, FL 33133

SUBJECT: CONNECT EXPRESS, INC.
REF: P96000034309

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 467-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000008814
Letter Number: 396A00031423

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CONNECT EXPRESS, INC.

FILED
96 JUN 25 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President of CONNECT EXPRESS, INC., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:


1. The name of the Corporation is Connect Express, Inc.
2. The following provision of the Articles of Incorporation of the Corporation be and it hereby is amended in the following particulars:

Article I be and it hereby is amended to read in its entirety as follows:

"The name of this corporation is 2Connect Express, Inc."

3. The foregoing amendment was adopted by the sole Director of the Corporation, without the necessity of shareholder approval, by written consent dated June 24, 1996.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 24th day of June, 1996.


Marc D. Fishman, President and
Director

This instrument prepared by:
Justin T. Wilson
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-5555

00:11:00

P96000034309

1 9/20/96
3:42 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000012633 9)))

TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: ADORNO & ZEDER, P.A.
072100000120

ACCT#:

CONTACT: JUSTIN T. WILSON
PHONE: (305) 860-7098

FAX #:

(305) 858-4777

NAME: 2CONNECT EXPRESS, INC.

AUDIT NUMBER.....H96000012633

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 1

DEL.METHOD.. FAX

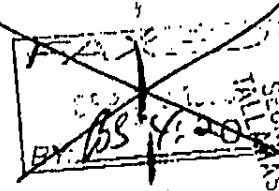
EST.CHARGE.. 987.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:



FILED
56 SEP 11 PM 3:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

56 SEP 11 PM 1:32

H96000012633

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
2CONNECT EXPRESS, INC.

FILED
SEP 11 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President of 2CONNECT EXPRESS, INC., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

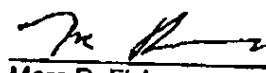
1. The name of the Corporation is 2Connect Express, Inc.
2. Article III of the Articles of Incorporation of the Corporation is hereby amended to read, in its entirety, as follows:

"The maximum number of shares which this Corporation is authorized to have outstanding at any time is 25,000,000 shares of Common Stock having a par value of \$0.01 per share."

3. The foregoing amendment was recommended by the Board of Directors to the shareholders on September 9, 1996.

4. The foregoing amendment was appropriately approved by the shareholders of the Corporation pursuant to Section 607.1003(5) on September 9, 1996.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 9th day of September 1996.



Marc D. Fishman
President

This instrument prepared by:
Frank G. Guerra
2801 S. Bayshore Drive, Suite 1600
Miami, Florida 33133
(305) 858-5555

H96000012633

P96000034309



ACCOUNT NO. : 072100000032

REFERENCE : 355542 4336650

AUTHORIZATION :

COST LIMIT : \$ 35.00
Patricia Fyfe

ORDER DATE : May 6, 1997

ORDER TIME : 9:43 AM

ORDER NO. : 355542-010

CUSTOMER NO: 4336650

1000002167811-4

CUSTOMER: Michael H. Hoffman, Esq
Baker & McKenzie
Suite 1600
701 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: 2CONNECT EXPRESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: *corrected per*

RECEIVED
97 MAY -5 AM 10:58
DIVISION OF CORPORATION

FILED
97 MAY -6 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

CERTIFICATE FOR
AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
2CONNECT EXPRESS, INC.

2CONNECT EXPRESS, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Sections 607.10025 and 607.1003 of the Florida Business Corporation Act for the purpose of filing its Amendment to the Articles of Incorporation of the Corporation with the Secretary of State of the State of Florida, that:

1. The name of the Corporation is 2CONNECT EXPRESS, INC.
2. The Corporation's Amendment to the Articles of Incorporation attached hereto (the "Amendment") contains an amendment to the Corporation's Articles of Incorporation that provides for a one (1) for two (2) reverse split of the issued and outstanding shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Corporation effected on May 5, 1997 (the "Reverse Stock Split").
3. The Amendment contains an amendment to the Corporation's Articles of Incorporation that requires shareholder approval, and the Amendment was duly adopted and approved on May 2, 1997 by (i) the Corporation's Board of Directors, and (ii) the Corporation's shareholder having the sole voting rights with respect to a majority of the issued and outstanding shares of Common Stock, the number of votes cast by such shareholder being sufficient for such approval.
4. The Amendment does not adversely affect the rights or preferences of the holders of the outstanding shares of Common Stock.
5. The number of shares of Common Stock subject to the Reverse Stock Split is 5,425,000 shares of Common Stock and the number of shares of Common Stock that will exist after the Reverse Stock Split is 2,712,500 shares of Common Stock.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 5th day of May, 1997.

2CONNECT EXPRESS, INC.

By: 

Marc D. Fishman
Chairman of the Board, Chief
Executive Officer and President

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
2CONNECT EXPRESS, INC.

FILED
97 MAY -6 PM 4:08

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Amendment to its Articles of Incorporation:

CLERK OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is 2CONNECT EXPRESS, INC. (the "Corporation").
2. The Amendment to the Articles of Incorporation of the Corporation set forth below (the "Amendment") was duly adopted on May 2, 1997, by the joint written consent of all of the directors and the shareholder having the sole voting rights with respect to a majority of the issued and outstanding shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Corporation, the number of votes cast by such shareholder being sufficient for such approval, in the manner proscribed by Sections 607.10025 and 607.1003 of the Act.

3. The text of the Amendment is as follows: Article III of the Articles of Incorporation of the Corporation shall be amended and restated in its entirety to read as follows:


"ARTICLE III. - CAPITAL STOCK: The maximum number of shares which this Corporation is authorized to have outstanding at any time is 25,000,000 shares of Common Stock having a par value of \$0.01 per share (the "Common Stock").

Effective at the time of the filing with the Secretary of State of the State of Florida of this Second Amendment to the Articles of Incorporation of the Corporation, setting forth the amendment set forth herein (the "Effective Time"), each two (2) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be reclassified into and become one (1) share of Common Stock and each stock certificate that, immediately prior to the Effective Time, represented two (2) shares of Common Stock shall, from and after the Effective Time, represent one (1) share of Common Stock."

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to the Articles of Incorporation to be signed in its name by its Chairman of the Board, Chief Executive Officer and President on the 5th day of May, 1997.

2CONNECT EXPRESS, INC.

By: 

Marc D. Fishman
Chairman of the Board, Chief
Executive Officer and President