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PRODUCT NAME: **INTERNET & TELECOM SERVICES ACCOUNT** NO. **072100000032**

REFERENCE : 037369 80335A

AUTHORIZATION : *Patricia T.*

COST LIMIT : \$ 70.00

ORDER DATE : July 30, 1996

ORDER TIME : 3:31 PM

ORDER NO. : 037369

CUSTOMER NO: 80335A

CUSTOMER: Robert V. Fitzsimmons, Esq  
ROBERT V. FITZSIMMONS, P A

600001909026

Suite 404  
3250 Mary Street  
Miami, FL 33133

DOMESTIC FILING

NAME: TWINCO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

*CP*  
*7/31/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 30 PM 9:17

EFFECTIVE DATE

7/29/96

ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 30 AM 9:17

Twineo, Inc.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation **Twineo, Inc.** The corporation's initial principal place of business shall be 825 South Bayshore Drive, Suite 1847, Miami, Florida 33131.

**ARTICLE II**

**Duration and Existence**

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

**ARTICLE III**

**Nature of Business**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**

**Mailing Address**

The initial mailing address of the corporation is 825 South Bayshore Drive, Suite 1847, Miami, Florida 33131.

**ARTICLE V**

**Capital Stock**

- (a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock each having \$1.00 par value.
- (b) **Preemptive Rights.** Shareholders shall have no preemptive rights.
- (c) **Cumulative Voting.** Cumulative voting shall not be permitted.

## ARTICLE VI

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3250 Mary Street, Suite 404, Coconut Grove, Florida 33133 and the name of the initial registered agent of this corporation is Robert V. Fitzsimmons at that address.

## ARTICLE VII

### Directors

- (a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) Initial Director. The name and street address of the members of the first board of directors of the corporation is:

#### Name

#### Street Address

David R. Lange Twince, Inc.

825 So. Bayshore Drive, Suite 1847,  
Miami, Florida 33131

- (c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

## ARTICLE VIII

### Indemnification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made a party to an action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his heirs, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

## **ARTICLE IX**

### **Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such by law is not subject to amendment or repeal by the directors.

## **ARTICLE X**

### **Incorporator**

The name and street address of the incorporator of this corporation are:

**David R. Lange**  
825 Brickell Avenue, Suite 1847  
Miami, Florida 33131

## **ARTICLE XI**

### **Amendment**

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

IN WITNESS WHEREOF the Incorporator has executed these Articles on

\_\_\_\_\_

  
David R. Lange

STATE OF FLORIDA )  
                                  ) SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me on this 7-29-96 by  
David R. Lange, who is personally known by me.

  
Notary Public, State of Florida

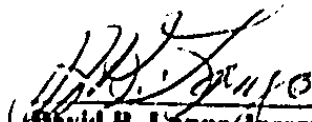


ADA J. SUAREZ  
MY COMMISSION # CC 230873 JWS  
Expires September 23, 1998  
BOLDED THRU TROY FARM INSURANCE, INC.

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

In compliance with Section 48 021, Florida Statutes, the following is submitted:

Twineo, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 825 Brickell Avenue, Suite 1847, Miami, Florida has designated Robert V. Fitzsimmons of 3250 Mary Street, Suite 404, Coconut Grove, Florida 33133 as resident agent to accept service of process within Florida.

  
David R. Lange, Incorporator

Dated: 7-29-96

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.

  
ROBERT V. FITZSIMMONS  
Registered Agent

Date: 7-29-96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 30 AM 9:17