

CAPITAL CONNECTION, INC.

417 B. Virginia Ct., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

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RECEIVED AUG 16 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE 8/16
 TIME 9:15
 BY *Bernie* CK No. _____

WALK-IN
 Will Pick Up _____

RE: *B7 INTERNET*

Corporate

DIVISION OF CORPORATION

☒ Capital Express
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ () Cert. Copy(s) *RA*
☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ O U B.
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

FOR

BT INTERNET CORPORATION

The undersigned Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME & PRINCIPAL CORPORATE OFFICE

The name of this corporation shall be:

BT Internet Corporation

The principal place of business and
mailing address of this corporation shall be:

7800 - 113th St. N., Ste. 201
Seminole, FL 33772

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

36 AUG 16 AM 11:43

FILED

ARTICLE II - CAPITAL STOCK

The number of shares of stock this corporation is
authorized to have outstanding at any one time is: 100 shares, no par value common stock

ARTICLE III - REGISTERED AGENT

The name and address of the initial registered agent is:

Blake Twedt
7800 - 113th St. N., Ste. 201
Seminole, FL 33772

ARTICLE IV - INCORPORATOR

The name of the Incorporator to these
Articles of Incorporation is:

Blake Twedt

The street address of the Incorporator
to these Articles of Incorporation is:

7800 - 113th St. N., Ste. 201
Seminole, FL 33772

ARTICLE V - DURATION

This corporation shall have perpetual existence.

ARTICLE VI - PURPOSE

The purpose of this corporation is to engage in the transaction of any and all lawful business under the laws of the United States of America and of the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

All corporate power shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by amendment of the by-laws of the corporation in a manner provided by law, but shall never be less than one.

The name and address of the initial directors of this corporation are:

Blake Twedt
7800 - 113th St. N., Ste. 201
Seminole, FL 33772

Thomas A. Ramsdell
6822 - 22nd Ave. N., Ste. 194
St. Petersburg, FL 33710

ARTICLE VIII - BY-LAWS

The by-laws of this corporation shall be made by the Board of Directors, and may be amended, altered or rescinded by the Board of Directors at any regular or special meeting.

ARTICLE IX - AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of August, 1996.

By: _____

Blake Twedt

Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of 8607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office of the corporation in the State of Florida.

1. The name of the corporation is: BT Internet Corporation
2. The name and street address of the registered agent and office is:

Blake Twedt
7800 - 113th St. N., Ste. 201
Seminole, FL 33772

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96 AUG 16 AM 11:49
TALLAHASSEE, FLORIDA

Dated: 8-15-96

By: Blake Twedt
its incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 8-15-96

Blake Twedt
Blake Twedt
Registered Agent