

P96000070912
JECK, HARRIS, JONES & KAUFMAN, LLP

PHILIP C. JECK
AUDREY HARRIS
GEOFFREY C. JONES
JILL T. KAUFMAN
LISA CARLTON
JEFFREY M. CLYMAN

Attorneys and Counselors at Law
SUITE 400, REYNOLDS PLAZA
1001 EAST INDIAN TOWN ROAD
JUPITER, FLORIDA 33477 8143
1581 740 1002
FAX: 1581 8004 (HARTON COUNTY)
TELECOPIER: 1581 747 4113

WILLIAM M. SHAW, III
OF COUNSEL
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 25 PM 3:23

August 23, 1996

*Return to
JW ASAP*

000001931840
-08/26/96--01016--022
****122.50 ****122.50

Attorneys' Title Insurance Fund
Leon Branch
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301
Attn: Corporate Records Filing

VIA FEDERAL EXPRESS

RE: PCS Internet Services, Inc.

Dear Sir/Madam:

Enclosed are Articles of Incorporation for the referenced corporation, our cover letter to the Secretary of State and a check in the amount of \$122.50.

Please file the Articles on a TOP PRIORITY basis and return the documents to our firm via Federal Express. We would also appreciate receiving a telephone call after the Articles have been filed. Please call Lisa Schmitt at our office to confirm this filing.

Thank you in advance for your assistance in this matter. Should you have any questions, please contact Lisa Schmitt at our firm.

Very truly yours,
Jeffrey M. Clyman
Jeffrey M. Clyman

JMC/lcs
enclosures

RECEIVED
96 AUG 26 PM 12:49
DIVISION OF CORPORATIONS

BROWN AUG 26 1996

JECK, HARRIS, JONES & KAUFMAN, LLP

Attorneys and Counselors at Law

501E ROSS DE VRIES PLAZA

1001 EAST BOWEN/OWEN ROAD

JUPITER, FLORIDA 33477-5143

PHONE 760 7007

PHONE 813 8004 (MARTIN COUNTY)

TELECOPIER 1800 747 4111

WILLIAM H. SHARPLES
OF COUNSEL

PHILIP C. JECK
AUDREY HARRIS
GEOFFREY C. JONES
JILL E. KAUFMAN
LISA CARLTON
JEFFREY M. CLYMAN

August 26, 1996

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA HAND DELIVERY

RE: PCS Internet Services, Inc.

Dear Sir/Madam:

Enlosed are Articles of Incorporation for PCS Internet Services, Inc., together with a check for \$122.50.

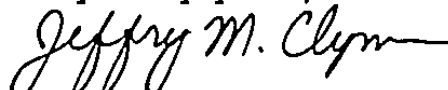
Please arrange to have the Articles filed as promptly as possible, and return to us a certified copy. If there is any problem or question, please contact me immediately.

The check for \$122.50 represents the following charges:

Filing Fee	\$ 70.00
Certified Copy	<u>52.50</u>
Total	\$122.50

Thank you for your cooperation.

Very truly yours,


Jeffrey M. Clyman

JMC/lca
enclosures

ARTICLES OF INCORPORATION
OF
PCS INTERNET SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 26 PM 3:24

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is PCS Internet Services, Inc. and the principal office of the corporation is located at 1001 U.S. Highway One, Suite 602, Jupiter, Florida 33477.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is TWO THOUSAND (2,000), all of which shall be common shares with par value of One Cent (\$0.01).

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1061 E. Indiantown Road, Suite 400, Jupiter, Florida 33477, and the name of the initial registered agent at that address is Philippe Jeck.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than five members. The names and addresses of the first Board of Directors are:

MARK BALENTINE, 1001 U.S. Highway One, Suite 602,
Jupiter, Florida 33477

DAVID DRAGON, 1001 U.S. Highway One, Suite 602,
Jupiter, Florida 33477

ROGER B. WOZNIAK III, 1001 U.S. Highway One, Suite 602,
Jupiter, Florida 33477

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

MARK BALENTINE, 1001 U.S. Highway One, Suite 602,
Jupiter, Florida 33477

ARTICLE IX. ISSUANCE OF SHARES

The corporation may issue stock in exchange for a written promise to perform services in the future upon written notice to all shareholders prior to the next shareholders' meeting or upon the shareholders' written consent.

21 IN WITNESS WHEREOF, I have subscribed my name this day of August, 1996.



MARK BALENTINE, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this day personally appeared before me, the undersigned authority, MARK BALENTINE, known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 21st day of August, 1996.

(SEAL)



SANDRA LANGE
COMMISSION # CC 553550
EXPIRES MAY 03, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Print Name: Sandra Lange
Notary Public, State of Florida
My Commission Expires: 5/2000

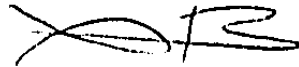
FILED 5/16/96
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 26 PM 3:24

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 607.0501(3) Florida Statutes, the following is submitted:

PCS Internet Services, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 1001 U.S. Highway One, Suite 602, Jupiter, Florida 33477, County of Palm Beach, State of Florida, has named PHILIPPE JECK, whose address is 1061 E. Indiantown Road, Suite 400, Jupiter, Florida 33477, as its agent to accept service of process within Florida.

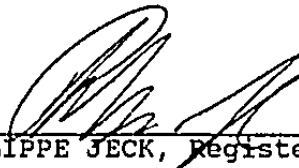
DATE: Aug. 21, 1996



MARK BALENTINE, Incorporator

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.

DATE: 8/23/96



PHILIPPE JECK, Registered Agent

P96000070912

CAPITAL CONNECTION, INC.
 417 E. Virginia St., 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

RE: PCS Internet Services, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

4/17/97
 [Handwritten initials and stamps]

\$00789, 00547, 00672

	C.C. FEE.	DISBURSED
_____ Capital Express™	_____	_____
_____ Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
<input checked="" type="checkbox"/> Dissolution/Withdrawal	_____	_____
_____ C U S.	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
_____ Reg. Agent Service	_____	_____
_____ Document Filing	_____	_____

300002144553--8
-04/16/97--01016--010
 *****87:50 *****87:50

_____ 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 Prop.	_____	_____
_____ FAX () pgs.	_____	_____

97 APR 16 PM 2:13
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

97 APR 16 AM 8:41
 RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS AND
 TALLAHASSEE, FLORIDA

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-16-97	_____	_____
TIME	8:30	_____	_____
BY	JN	_____	CK No. _____

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1997

Capital Connection, Inc.
P.O. Box 10349
Tallahassee, FL 32302

SUBJECT: PCS INTERNET SERVICES, INC.
Ref. Number: P96000070912

We have received your document for PCS INTERNET SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 497A00019246

REC-115
97 APR 17 AM 10:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Corrected

FILED
97 APR 16 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
(F.S. §607.1403)

1. The name of the corporation is PCS INTERNET SERVICES, INC.
2. The Articles of Incorporation were filed on August 26, 1996.
3. Dissolution was authorized by written consent of all shareholders on March 27, 1997.
4. The number of votes cast by shareholders for dissolution was sufficient for approval.

DATED this 9 day of April, 1997.



MARK BAENTINE, PRESIDENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, personally appeared MARK BAENTINE who acknowledged that he is the incorporator named in the Articles of Incorporation and that he acknowledges before me that he executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 10th day of April, 1997.

(SEAL)



NOTARY PUBLIC
My Commission Expires:


SANDRA LANGE
COMMISSION # CC 553550
EXPIRES MAY 09, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

WRITTEN CONSENT OF THE SHAREHOLDERS
IN LIEU OF SPECIAL MEETING OF THE SHAREHOLDERS
PCS INTERNET SERVICES, INC.

Pursuant to Section 607.0704 of the Florida General Corporation Act, the undersigned, being all the Shareholders of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Shareholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions of Section 6043(a) of the Internal Revenue Code, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. file Form 966 within 30 days after the date hereof with the District Director of Internal Revenue Service, together with a copy of this Consent,
2. transfer all of the assets of the corporation to the shareholders of the corporation,
3. distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. file a Articles of Dissolution with the Secretary of State in Tallahassee, Florida,
5. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: March 27, 1997



MARK BALENTINE, as Shareholder and
Director



DAVID DRAGON, as Shareholder and
Director