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T. SCOTT FRAZIER
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RECEIVED
SEP 23 1996
FILED
SEP 25 1996
TELEPHONE (407) 841-1060
FAX (407) 841-8810

September 18, 1996

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
Z 319 582 725

Re: Incorporation of WISP-NET, INC.
Our File No. 788/9604

ENCLOSURE
199/24796--01022--004
***122.50 ***122.50

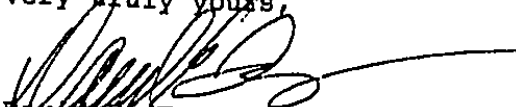
Dear Sir/Madam:

Enclosed herewith please find the Articles of Corporation and a copy of same for the above referenced corporation, and our firm's check in the amount of \$122.50, representing the following fees:

Filing Fee \$35.00
Certified Copy \$52.50
Registered Agent Designation \$35.00

Please certify the enclosed copy, and return same to this office as soon as possible. We are enclosing a self-addressed, stamped envelope for expeditious return of the filed certified copy.

If you have questions regarding this matter, please do not hesitate to contact our offices immediately. Thank you for your cooperation regarding this matter.

Very truly yours,

David E. Terry

DET/sh

Enclosures

B:3016.f11

SEP 24 1996

ARTICLES OF INCORPORATION

OF

WISP-NET, INC.

FILED
95 SEP 23 11:25:05
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is "WISP-NET, INC."

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE DOLLAR (\$1.00) par value Series One Voting Common Stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2609 Sweet Creek Crossing, Chuluota, Florida 32766, and the name of the initial registered agent of this corporation at that address is GHENT W. WILSON. The principal office or principal place of business of the corporation is 2609 Sweet Creek Crossing, Chuluota, Florida 32766.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time

to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors are as follows:

GHENT W. WILSON

2609 Sweet Creek Crossing
Chuluota, Florida 32766

MARGARET J. ANKENY

1037 Whittier Circle
Oviedo, Florida 32765

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is as follows:

GHENT W. WILSON

2609 Sweet Creek Crossing
Chuluota, Florida 32766

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

If any two or more shareholders or subscribers to stock of the corporation shall enter into an agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate, or transfer on the books of the corporation, any or all of the stock of the corporation held by them, and if a copy of said agreement shall be filed with the corporation, all certificates of shares of stock subject to such abridgements, limitations, or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of such agreement or by-law, as the case may be.

ARTICLE IX - PREEMPTIVE RIGHTS

Each holder of shares of stock of the corporation shall be entitled to a preemptive right to purchase or subscribe for any authorized but unissued stock of any class or any additional shares

of any class to be issued by reason of any increase of the authorized stock of the corporation of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, or carrying any rights to purchase stock of any class, whether said unissued stock shall be issued for cash, property, or any other consideration, and without limitation of the foregoing, shall have such a preemptive right with respect to shares or other securities offered for sale if they (a) are issued or optioned by the board of directors to effect a merger or consolidation or for a consideration other than cash; (b) are shares or other securities theretofore reacquired by the corporation after having been duly issued and not restored to the status of authorized but unissued shares; or (c) are part of the shares or other securities of the corporation originally authorized in its articles of incorporation in excess of the first Two Hundred (200) shares which are issued.

ARTICLE X - CUMULATIVE VOTING

Shareholders are entitled to cumulate their votes in elections of directors, that is, they are entitled to multiply the number of shares they hold by the number of directors to be elected and cast the product for a single candidate or distribute the product among two or more candidates. Shares may not be voted cumulatively at a particular meeting unless (1) the meeting notice or proxy statement accompanying the notice states conspicuously that cumulative voting is authorized; or (2) a shareholder gives notice to the corporation not less than forty-eight (48) hours before the time set for the

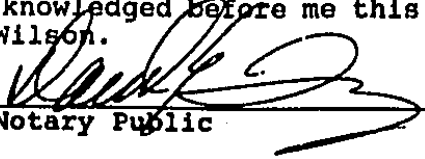
meeting of his or her intent to cumulate votes at the meeting. If one shareholder gives this notice all other shareholders are entitled to cumulate their votes without giving further notice. A director may not be removed if the number of votes required to elect him under cumulative voting at an election of the full board is voted against his removal. Any vacancy occurring on the board of directors, by the death, incapacity or resignation of a director elected by cumulative voting, or otherwise, shall be filled, at a special meeting called for that purpose, by the holders of the shares whose cumulative ballots elected him or her, and such successor-director shall hold office for the balance of the annual term of his or her predecessor.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of September, 1996.


Ghent W. Wilson

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of September, 1996 by Ghent W. Wilson.


Notary Public



DAVID E. TERRY
MY COMMISSION # CC298648 EXPIRES
June 29, 1997
BONDED THRU TROY FAH INSURANCE, INC.

(Affix Notarial Seal Above)

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of WISP-NET, INC.



Ghent W. Wilson

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of WISP-NET, INC.



Ghent W. Wilson

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95 SEP 23 PM 12:05
TALLAHASSEE, FLORIDA

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