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SCOTT D. GLASSMAN

ATTORNEY AT LAW

909 North Dixie Highway
West Palm Beach, Florida 33401

(407) 655-2028
FAX 655-2033

October 21, 1996

Florida Department of State
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

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-10/29/96--01012--003
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Dear Secretary of State:

Enclosed herein please find an original and copies of Articles of Incorporation for Terastar Internet Solutions, Inc. I am also enclosing an Acceptance of Appointment of Registered Agent. Please file the original Articles and provide me with a certified copy.

I am enclosing a check for \$122.50 to cover the filing costs and cost of the certified copy.

Thank you.

Sincerely,



Scott D. Glassman

SDG/tb
enclosures

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DIVISION OF CORPORATIONS
95 OCT 29 11:10:35

9/10/30/96

**ARTICLES OF INCORPORATION
OF
TeraStar Internet Solutions, Inc.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 22 1110:23

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this corporation is TeraStar Internet Solutions, Inc.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

- a) To design, implement, manage, and administer informational services for clients; and,
- b) Generally, to make and perform contracts of any kind and description and for the purpose of attaining any of the objectives of the corporation; to do and perform any other act or thing; and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are or hereafter may be authorized by law; and, generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied; and,
- c) To do any and all things that any natural person might do.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation is one

hundred (100) shares of no par value; all of which shall be common stock and shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this corporation shall commence business is Five Hundred Dollars (\$500.00) capital money paid in.

ARTICLE V

The principal place of business of said corporation shall be at 1821 N.W. 96th Terrace, Apt. M, Pembroke Pines, FL 33024, or at such other place as is, from time to time designated by the Board of Directors.

ARTICLE VI

The number of Directors of this corporation shall not be less than one (1) nor more than nine (9).

ARTICLE VII

This corporation shall have perpetual existence.

ARTICLE VIII

The name and post office address of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are chosen, shall be:

Jonathan Glassman	1821 N.W. 96th Terrace Apartment M Pembroke Pines, FL 33024
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James A. Tavs	900 Bay Drive, #208 Miami Beach, FL 33141
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ARTICLE IX

The name and post office address of each subscriber is:

Jonathan Glassman	1821 N.W. 96th Terrace
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Apartment M
Pembroke Pines, FL 33024

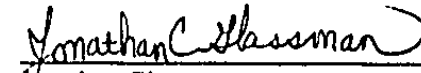
James A. Favs

900 Bay Drive, #208
Miami Beach, FL 33141

ARTICLE X

The Registered Agent of this corporation shall be SCOTT D. GLASSMAN, ESQUIRE, 909 N. Dixie Highway, West Palm Beach, Florida 33401, and shall serve until such time as the corporation sees fit to name a new Registered Agent.

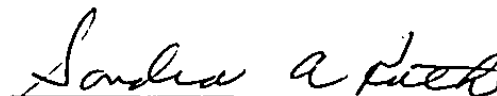
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28th day of September 1996.


Jonathan Glassman

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned Notary Public, personally appeared Jonathan Glassman who produced Florida Drivers License as identification and who executed the above and foregoing Articles of Incorporation, and they acknowledged before me that he executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28th day of Sept, 1996.


NOTARY PUBLIC

My Commission Expires:



SANDRA A ROTH
My Commission CC507408
Expires Dec. 27, 1998

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 29 day of Sept, 1996.

James A. Tavs
James A. Tavs

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned Notary Public, personally appeared James A. Tavs, who produced Florida Driver's License as identification and who executed the above and foregoing Articles of Incorporation, and they acknowledged before me that he executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28th day of Sept, 1996.

Bandra A Roth
NOTARY PUBLIC



SANDRA A ROTH
My Commission CC807498
Expires Dec. 27, 1998

CONSENT TO APPOINTMENT OF REGISTERED AGENT

The undersigned hereby consents to this appointment as Registered Agent of this corporation and confirms his address herein and agrees to serve in that capacity.

Dated at West Palm Beach, Florida, this 24th day of October, 1996.


Scott D. Glassman

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 28 AM 10:35