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LYNN F TERPENING
535 SPORTSMAN PARK DRIVE
SEFFNER, FL 33584

Office Use Only

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Document #

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

LYNN F. TERPENING
535 SPORTSMAN PARK DRIVE
SEFFNER, FL 33584

NOVEMBER 4, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sent via FedEx

Freida Chesser
Corporate Specialist
Florida Dept. of State
Division of Corporations
409 E. Gaines
Tallahassee, FL 32399

Re: Articles of Incorporation of Quadra.Net Communications, Inc.
Your Letter No. 596A00049384
Ref. No. W96000022763

Dear Freida:

Thank you for assisting me with the enclosed document. I have added the designation "Registered Agent" to the bottom line over my signature as Incorporator as you instructed.

It is my intent to assist my son-in-law in the filing of the corporate documents and to act as the original incorporator and registered agent. I intend to resign as the registered agent once the corporation is established. Is there a particular form that I need to send to resign after the corporation is established?

I am sending this package via overnight mail from my business address at 3501 Frontage Road in Tampa. However, I do not want this address used in any way for any official files for Quadra.Net Communications, Inc. If you need to correspond with me, please do so at my home address listed on the attached document and above. You can reach me at 800/237-7767, extension 2031 if there are any other questions concerning the filing of this document.

Again, thank you for your assistance.

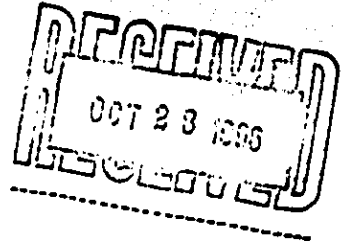
Sincerely,

Lynn F. Terpening

Lynn F. Terpening



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State



October 25, 1996

LYNN F TERPENING
3501 FRONTAGE ROAD
TAMPA, FL 33607

SUBJECT: QUADRA.NET COMMUNICATIONS, INC.
Ref. Number: W96000C22763

We have received your document for QUADRA.NET COMMUNICATIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 996A00049384

**CERTIFICATE OF INCORPORATION
OF**Quadra.Net Communications, Inc.

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

**FIRST
IDENTIFICATION**

The name of the corporation, hereinafter referred to as the "Corporation," is Quadra.Net Communications, Inc.

**SECOND
PERIOD OF EXISTENCE**

The period during which the corporation shall continue is perpetual.

**THIRD
REGISTERED OFFICE AND REGISTERED AGENT**

Lynn Terpening

The address of the initial registered office of the Corporation is 205 South Clark Avenue, Tampa, FL 33609
and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Same as above

**FOURTH
PURPOSE**

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of FLORIDA, Florida.

**FIFTH
SHARES**

The total authorized capital stock of the Corporation is 1,000 shares having a Par Value of \$0.10c. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

**SIXTH
INCORPORATOR'S ADDRESS**

The name and post office address of the Incorporator of the Corporation is as follows:

Lynn F. Terpening

535 Sportsman Park Drive

Seffner, Florida 33584

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96 NOV -1 PM 1:20
SECRETARY OF STATE
TAMPAHSEE, FLORIDA