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November 07, 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State, Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-11/08/96--01088--013
*****70.00 *****70.00

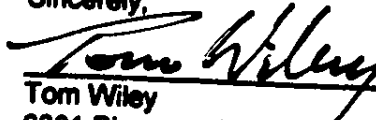
Re: FREENET USA INC.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Freenet USA Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



Tom Wiley
6301 Biscayne Blvd, Suite 116, Miami, FL
33138

PT
11/13/96

**ARTICLES OF INCORPORATION
OF
FREENET USA INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is Freenet USA Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 6301 Biscayne Blvd, Suite 116, Miami, FL 33138.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

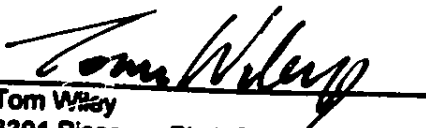
ARTICLE IV

The address of the initial registered office of the Corporation is 6301 Biscayne Blvd, Suite 116, Miami, Florida 33138, and the name of the Corporation's initial registered agent for service of process at such address is Tom Wiley.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Tom Wiley, 6301 Biscayne Blvd, Suite 116, Miami, FL 33138.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of November, 1996.


Tom Wiley
6301 Biscayne Blvd, Suite 116, Miami, FL 33138

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Freenet USA Inc.
2. The name of the registered agent and office is:

Tom Wiley
6301 Biscayne Blvd, Suite 116, Miami, Florida 33128

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Tom Wiley

DATE

10/7/96