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TALLAHASSEE, FL 32301-2607
904-222-0171
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800-342-8086

P96000103170



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198443 161599A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 23, 1996

ORDER TIME : 8:57 AM

ORDER NO. : 198443-005

CUSTOMER NO: 161599A

700002035927--2
-12/23/96--01016--024
****122.50 ****122.50

CUSTOMER: Daryl B. Cramer, Esq
DARYL B. CRAMER, P.A.

1 Clearlake Centre, Suite 201
250 Australian Avenue
West Palm Beach, FL 33401-5010

DOMESTIC FILING

NAME: EMPTY NET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

W-26855
KR 12-23
12-24-96

FILED
96 DEC 23 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 23 AM 10:40
DIVISION OF CORPORATION

FILED
96 DEC 23 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EMPTY NET, INC.**

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be EMPTY NET, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is c/o Daryl B. Cramer, P.A., One Clearlake Centre, 250 Australian Avenue South, Suite 201, West Palm Beach, Florida 33401.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o Daryl B. Cramer, P.A., One Clearlake Centre, 250 Australian Avenue South, Suite 201, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Daryl B. Cramer, Esq.

ARTICLE VIII

Board of Directors

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this Corporation is as follows:

NEIL M. MYERS

c/o Daryl B. Cramer, P.A.
One Clearlake Centre
250 Australian Avenue South, Suite 201
West Palm Beach, Florida 33401-5010

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

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

Daryl B. Cramer, Esq.
Daryl B. Cramer, P.A.
One Clearlake Centre
250 Australian Avenue South, Suite 201
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of December, 1996.



Daryl B. Cramer, Esq., Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 DEC 23 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

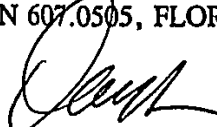
THAT EMPTY NET, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES BEING
c/o DARYL B. CRAMER, P.A., ONE CLEARLAKE CENTRE, SUITE 201, WEST PALM
BEACH, FLORIDA 33401 HAS NAMED DARYL B. CRAMER, ESQ., LOCATED AT
DARYL B. CRAMER, P.A., ONE CLEARLAKE CENTRE, SUITE 201, WEST PALM
BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.



DARYL B. CRAMER, Esq., Incorporator

Dated: December 20, 1996

HAVING BEEN NAMED AS REGISTERED AGENT 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
AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.



DARYL B. CRAMER, ESQ., Registered
Agent

Dated: December 20, 1996