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ATTORNEYS AT LAW

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WEST PALM BEACH, FLORIDA 33401

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SAMUEL A. THOMAS  
KENNETH A. TREADWELL  
DEAN VEGOSEN  
GARY WALK\*\*  
BRENT G. WOLMER

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

February 21, 1997

MAILING ADDRESS:  
P.O. BOX 4388  
WEST PALM BEACH, FL 33402-4388

-OF COUNSEL-  
EDWARD BOBICK

TELEPHONE (561) 659-3300  
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\*Board Certified Trial Lawyer  
\*\* Board Certified Real Estate Lawyer

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-02/24/97-01042--005  
122.50 122.50

RE: Cowin Fiber Optic Services, Inc.

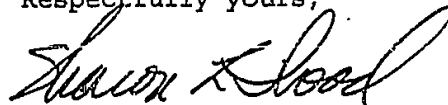
Ladies/Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. Additionally enclosed is Lewis, Vegosen, Rosenbach & Silber, P.A. trust account check number 1460 for \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,



Sharon L. Wood, secretary to  
Kenneth A. Treadwell

enclosures

FEB 20

BSB

cc: James Cowin

FILED  
97 FEB 24 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
COWIN FIBER OPTIC SERVICES, INC.

FILED

97 FEB 24 AM 10:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:  
COWIN FIBER OPTIC SERVICES, INC.

ARTICLE II - PRINCIPAL ADDRESS

13658 Exotica Lane, Wellington, Florida 33414

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 13658 Exotica Lane, Wellington, Florida 33414 and the name and address of the initial registered agent is James L. Cowin, 13658 Exotica Lane, Wellington, Florida 33414.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws. The name and address of the initial Director of the Corporation is:

James L. Cowin

13658 Exotica Lane, Wellington, Florida 33414

ARTICLE VIII - INCORPORATOR

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

James L. Cowin  
13658 Exotica Lane  
Wellington, Florida 33414

ARTICLE IX - BYLAWS

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

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its Officers and Directors against liability to the extent permitted in Section 607.0850, Florida Statutes.

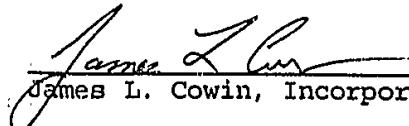
ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Stockholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

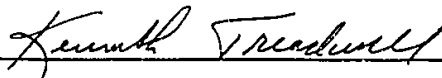
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of February, 1997.

  
James L. Cowin, Incorporator

STATE OF FLORIDA       )  
                                  ) SS.:  
COUNTY OF PALM BEACH   )

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, James L. Cowin, known to me and who produced a Florida driver's license as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 19th day of February, 1997.



Notary Public

Commission No. \_\_\_\_\_

My commission expires:



KENNETH A. TREADWELL  
COMMISSION # CC 311947  
EXPIRES SEP 25, 1997  
Atlantic Bonding Co., Inc.  
800-732-2245

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

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

FIRST -- THAT COWIN FIBER OPTIC SERVICES, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT THE VILLAGE OF WELLINGTON, STATE  
OF FLORIDA, HAS NAMED JAMES L. COWIN LOCATED AT 13658 EXOTICA LANE,  
VILLAGE OF WELLINGTON, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: James L. Cowin

James L. Cowin, Incorporator

DATED: February 19, 1997

FILED  
97 FEB 24 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED 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 AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: James L. Cowin

James L. Cowin, Registered Agent

DATED: February 19, 1997

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