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April 11, _____, 19 97

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

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-04/14/97--01070--007
*****78.75 *****78.75

Re: INTERNET ALLIANCE, INC.

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ 78.75 which represents the following:

Filing fee and Certificate

Please file the original of the enclosed Articles of Incorporation and return the necessary paperwork to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

RETURN TO:
TELEPHONE TECHNOLOGIES
1802 Biske Blvd Suite 202
Rockledge, FL 32955

Connie L. Embury GAVE

AUTHORIZATION BY PHONE TO

CORRECT Add B.A. Assoc. type in name
under add.

DATE 4-16-97

DOC. EXAM. VFW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 14 PM 1:13

VFW 4-16-97

ARTICLES OF INCORPORATION
OF
INTERNET ALLIANCE, INC.

The undersigned, INCORPORATOR(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be INTERNET ALLIANCE, INC.

The principal place of business of this corporation shall be:
1802 So. Fiske Boulevard, Rockledge, Florida 32955

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
One Hundred (100) shares at no par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is (are):

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
97 APR 14 PM 1:13

GEORGE MICHAEL CARR
2897 Pembroke Road
Melbourne, FL 32935

RODNEY MERCER
2740 Woodsmill Drive
Melbourne, FL 32934

IAN BLENKE
211 Sheryl Lynn Drive
Tampa, FL 33510

ARTHUR CLYNE
1802 So. Fiske Boulevard
Rockledge, FL 32955

ARTICLE VI INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are):

GEORGE MICHAEL CARR
2897 Pembroke Road
Melbourne, FL 32935

RODNEY MERCER
2740 Woodsmill Drive
Melbourne, FL 32934

IAN BLENKE
211 Sheryl Lynn Drive
Tampa, FL 33510

ARTHUR CLYNE
1802 So. Fiske Boulevard
Rockledge, FL 32955

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, orgainzed under the laws of the State of Florida, submits the following statement in designating the registered office/registered agentk, in the State of Florida.

1. The name of the corporation: INTERNET ALLIANCE, INC.
2. The name and address of the registered agent and office is: 1802 So. Fiske Boulevard, Rockledge, FL 32955. ARTHUR CLYNE

Having been named as registered agent and to accept service of process for the above stated corporation . I am familiar with and accept the obligations of my position as registered agent.

Arthur Clyne
ARTHUR CLYNE (Registered Agent)

DATED this 23 day of February, 1997.

IN WITNESS WHEREOF, I have subscribed my name this 23rd day of February, 1997.

George Michael Carr
GEORGE MICHAEL CARR Incorporator

Rodney Mercer
RODNEY MERCER Incorporator

Ian Blenke
IAN BLENKE Incorporator

Arthur Clyne
ARTHUR CLYNE Incorporator

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