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July 25, 1997

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

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-07/28/97--01096--017
*****70.00 *****70.00

RE: ULTIMATE NETWORKS, INC.

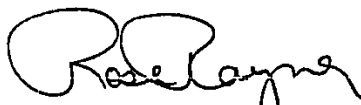
Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent of the subject corporation. Please file the original and return a copy to the undersigned. Also, I would appreciate it if you could fax a copy of the filed Articles to my attention at (407) 723-4092.

Our check in the amount of \$70 to cover your filing fee is enclosed.

Thank you for your assistance in this matter.

Sincerely,



Rose K. Rayner
Legal Assistant to
Patrick F. Healy, Esq.

/rr
Enclosures

Dmc
7-30-97

FILED
97 JUL 28 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ULTIMATE NETWORKS, INC.

FILED

97 JUL 28 AM 11:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is ULTIMATE NETWORKS, INC.

ARTICLE II

The existence of the corporation shall begin on the filing of these articles.

ARTICLE III

The street address of the principal office of the corporation is 2700 Croton Road, #4-6, Melbourne, Florida 32935

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the corporation's registered office is 2700 Croton Road, #4-6, Melbourne, Florida 32935. The initial registered agent for the corporation is MANUEL QUINTEIRO.

ARTICLE VI

The initial board of directors shall consist of one (1) minimum member, maximum three (3) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Manuel Quinteiro	2700 Croton Road, #4-6 Melbourne, FL 32935
Manolo Quinteiro	205 Homestead St., Apt. B-9 Manchester, CT 06040
Pilar Quinteiro	205 Homestead St., Apt. B-9 Manchester, CT 06040

ARTICLE VII

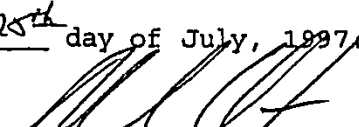
The name and street address of the person signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Manuel Quinteiro	2700 Croton Road, #4-6 Melbourne, FL 32935

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

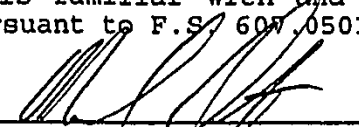
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 25th day of July, 1997.



MANUEL QUINTEIRO

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ULTIMATE NETWORKS, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



MANUEL QUINTEIRO

Date: July 25, 1997