

P970000 70 549



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 496907 81236A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 14, 1997

ORDER TIME : 11:12 AM

ORDER NO. : 496907-005

CUSTOMER NO: 81236A

CUSTOMER: Ms. Beth Prinz
WARNER FOX SEELEY & DUNGEY
ATTORNEYS, P.A.
1100 South Federal Highway
P. O. Drawer 6
Stuart, FL 34994

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****122.50 ****122.50

DOMESTIC FILING

NAME: MEGA BYTES INTERNET
COMMUNICATIONS CORP.

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: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97 AUG 14 PM 1:29
SEC. OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 14 PM 12:17

SN AUG 14 1997

FILED
97 AUG 14 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MEGA BYTES INTERNET COMMUNICATIONS CORP.

ARTICLE I

NAME

The name of this corporation shall be:
MEGA BYTES INTERNET COMMUNICATIONS CORP.

ARTICLE II

ADDRESS OF PRINCIPAL OFFICE/MAILING ADDRESS

The street address and the mailing address of the
principal office address of this corporation shall be: 259
South West Monterey Road, Stuart, Florida, 34994.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually.

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 One Cent (\$.01) par value common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

259 SOUTH WEST MONTEREY ROAD
STUART, FLORIDA 34994

The name of the initial registered agent of this corporation at that address is:

TERRY L. PIERCE

ARTICLE VIII

INCORPORATOR

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

TERRY L. PIERCE
259 South West Monterey Road
Stuart, Florida, 34994

ARTICLE XI

AMENDMENTS

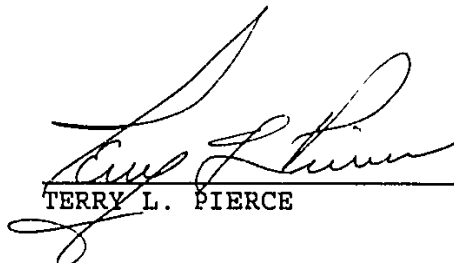
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

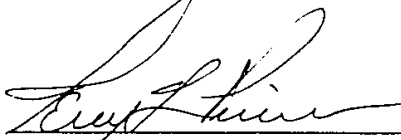
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 13th day of August, 1997.


TERRY L. PIERCE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, TERRY L. PIERCE, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 13th day of August, 1997.



TERRY L. PIERCE
Registered Agent

DB:CORP:HBGA:ARTICLES

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97 AUG 14 PM 1:29
STATE
TALLAHASSEE FLORIDA