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ADORNO & ZEDER
PROFESSIONAL ASSOCIATION
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January 14, 1998

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **NASH NET, INC.**

700002403227--1
-01/16/98--01077--007
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find two originally executed copies of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$122.50 made payable to Secretary of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy of an original thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

FILED
98 JAN 16 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encl.

JTW/C.LTRCOV/135388/11034.001

FORT LAUDERDALE

Don
1/20/98

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Nash Net, Inc. (the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a Corporation organized under and existing by virtue of such laws.

ARTICLE IV

Section 1. The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of Common Stock, divided into two classes, the designation and par values of each such class being as follows:

- (A) 1,000 shares of Class A Common Voting Stock, having a par value of \$0.01 per share and an aggregate par value of \$10.00.
- (B) 9,000 shares of Class B Common Non-Voting Stock, having a par value of \$0.01 per share and an aggregate par value of \$90.00.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Common Non-Voting Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

Adam Nash
3524 S.W. 60th Avenue
Miami, Florida 33155

ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Adam Nash
3524 S.W. 60th Avenue
Miami, Florida 33155

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

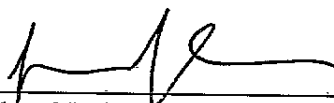
Adam Nash
3524 S.W. 60th Avenue
Miami, Florida 33155

ARTICLE VIII

The principal business and mailing address of the Corporation shall be:

3524 S.W. 60th Avenue
Miami, Florida 33155

Executed at Miami, Florida this 10th day of January, 1998.



Adam Nash, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Nash Net, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 8th day of January, 1998. . .



Adam Nash, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA