2000033937 THE UNITED STATES

ACCOUNT NO.: 072100000032

REFERENCE: 734768 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: March 10, 1998

ORDER TIME: 10:45 AM

CORPORATION

ORDER NO. : 734768-005

CUSTOMER NO: 4303929

000002452420--9

CUSTOMER: Myrna Golinsky, Legal Asst

GREENBERG TRAURIG

1221 Brickell Avenue

Miami, FL 33131

DOMESTIC FILING

NAME:

EASYNET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

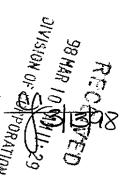
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

W98-5320

167-624





FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

DIVISION OF COMPORATIONS
98 MAR IN PM12: 11

March 11, 1998

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: EASYNET, INC. Ref. Number: W98000005320

We have received your document for EASYNET, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 798A00013184

RESUBMIT

Please give original submission date as file date.



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

DIVISION OF CURPORATIONS

98 MAR 10 PM 12: 11

March 10, 1998

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: EASYNET, INC. Ref. Number: W9800005320

We have received your document for EASYNET, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden **Document Specialist**

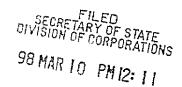
Letter Number: 198A00012968



ARTICLES OF INCORPORATION

OF

EASYNET, INC.



ARTICLE I

The name of the corporation is EASYNET, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Patricia Menendez Cambo, 1221 Brickell Avenue, Miami, Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
<u>Authorized</u>	<u>Per Share</u>	<u>Stock</u>
1,000	\$ 0.01	Common

<u>ARTICLE IV</u>

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

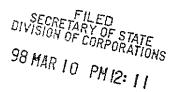
ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified is:

Ivan Sierra 444 Brickell Avenue Suite 51-318 Miami, Florida 33131



ARTICLE VII

The name of the Incorporator is Patricia Menendez Cambo and the address of the Incorporator is 1221 Brickell Avenue, Suite 2200, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this ____ day of March, 1998.

Patricia Menendez Cambo, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of EASYNET, INC., accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Karen Rozar, Agent for Registered Agent

Dated: March ____, 1998

MIAMI/NORMANM/934907/k1dn011.DOC/3/12/98