

P98000027521

Bruce A. Koebe, P.A.

Attorney and Counsellor at Law

EFFECTIVE DATE  
3-19-98

March 20, 1998

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

Re: Incorporation of Fibervision 2000, Inc.

Dear Sir or Madam:

Please find enclosed herein an original and one copy of a proposed set of Articles of Incorporation, an original and one copy of a Registered Agent's Certificate, as well as my check payable to your order in the amount of \$122.50.

We have been advised by telephone that the name "Fibervision 2000, Inc." is available. However, in the event the corporate name "Fibervision 2000, Inc." is not available, the next choice will be "New Wave Marketing Consultants, Inc." In the event Fibervision 2000, Inc. and New Wave Marketing Consultants, Inc. are unavailable, the choice will be "D.K.S. Marketing Consultants, Inc."

If everything is acceptable to you and after you have issued your corporate charter, please forward a certified copy of the Articles of Incorporation to me at your earliest convenience. In the event all of the proposed corporate names are not available or there are any problems whatsoever, please feel free to contact me by telephone, calling collect if necessary.

As always, your most helpful and courteous assistance is greatly appreciated.

Very truly yours,

BRUCE A. KOEBE, P.A.

By: 

Bruce A. Koebe

BAK/cln

2477 N.E. Dixie Highway  
Jensen Beach, Florida 34957-5959  
561-334-4700 FAX: 561-334-6137

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FIBERVISION 2000, INC.

EFFECTIVE DATE  
3-19-98

ARTICLE I. Name. The name of this corporation is FIBERVISION 2000, INC.

ARTICLE II. Commencement and Duration. This corporation is to commence its corporate existence on the date of subscription and acknowledgement of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III. Purposes. This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. Stated Capital. This corporation is authorized to issue five thousand (5,000) shares of common stock.

ARTICLE V. Board of Directors. All corporate power shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. This corporation shall have two directors constituting its initial board of directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Dale L. Thompson	3100 Coral Springs Dr., Apt. 2D Coral Springs, FL 33065
Sandy G. Thompson	3100 Coral Springs Dr., Apt. 2D Coral Springs, FL 33065

ARTICLE VI. Indemnification. This corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII. ByLaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed

by the board of directors.

ARTICLE VIII. Amendment. These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE IX. Incorporator. The name and address of the Incorporator to these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Dale L. Thompson	3100 Coral Springs Dr., Apt. 2D Coral Springs, FL 33065

ARTICLE X. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 1586 Bayshore Blvd., Port St. Lucie, Florida 34983 and the name of the initial registered agent of the corporation at that address is Brett Shann.

ARTICLE XI. Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII. Corporation Street Address. The street address of the principal office of the Corporation is 514 S.E. Guava Terrace, Port St. Lucie, FL 34983-3240.

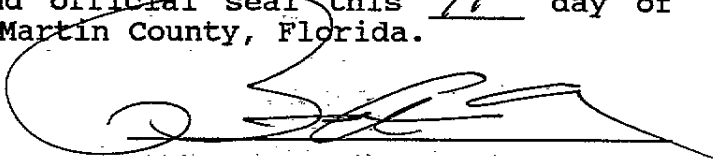
IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these articles of incorporation this 18 day of March, 1998.

 (SEAL)  
DALE L. THOMPSON

STATE OF FLORIDA     )  
                              ) ..ss..  
COUNTY OF MARTIN    )

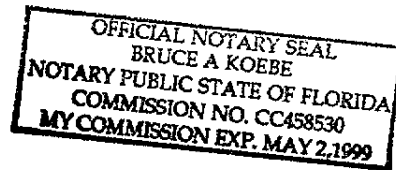
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Dale L. Thompson, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 19<sup>th</sup> day of  
March, 1998 at Jensen Beach, Martin County, Florida.



Notary Public  
State of Florida  
Commission No.:

My Commission Expires:



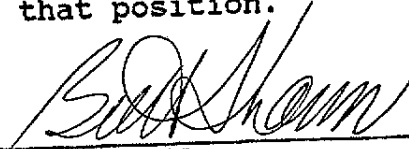
REGISTERED AGENT'S CERTIFICATE DESIGNATING  
PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

Pursuant to Section 607.0501, Florida Statutes, and other applicable law, the following is submitted:

FIBERVISION 2000, INC. desiring to organize under the laws of the State of Florida, with its registered office located at 1586 S.W. Bayshore Blvd., Port St. Lucie, Florida 34983, has named Brett Shann located at 1586 S.W. Bayshore Blvd., Port St. Lucie, Florida 34983 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, Brett Shann hereby represents that he is familiar with, and accepts, the obligations of that position.

  
BRETT SHANN

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98 MAR 23 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA