

PP80000045464
May 14, 1998

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-05/18/98--01018--020
***122.50 ***122.50

Subj: Incorporation of HAVENET INTERNET SERVICES, INC.

Dear Sir:

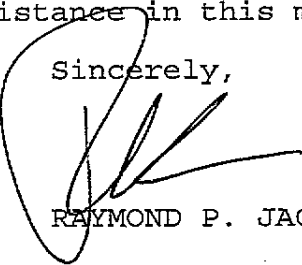
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,


RAYMOND P. JACKMAN

FILED
98 MAY 18 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Ray P. Jackman
5/18/98

FILED
98 MAY 18 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
HAVENET INTERNET SERVICES, INC.

ARTICLE I. NAME

The name of this corporation is HAVENET INTERNET SERVICES,
INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of
\$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without

issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1600 W. Eau Gallie Blvd., Suite 201H, Melbourne, Florida 32935, and the name of the initial registered agent of this corporation at that address is RAYMOND P. JACKMAN.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

RAYMOND P. JACKMAN
2120 Grand Teton Blvd.
Melbourne, FL 32935

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1600 W. Eau Gallie Blvd., Suite 201H, Melbourne, Florida 32935, and the mailing address of the corporation is 1600 W. Eau Gallie Blvd., Suite 201H, Florida 32935.

ARTICLE IX. INCORPORATOR


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

RAYMOND P. JACKMAN
2120 Grant Teton Blvd
Melbourne Fl, 32935

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 19 day of May, 1998.



RAYMOND P. JACKMAN

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RAYMOND P. JACKMAN to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 19 day of May, 1998.



TORI L. TOWNSEND
MY COMMISSION # CC736284 EXPIRES
April 23, 2002
BONDED THRU TROY FAY INSURANCE, INC.

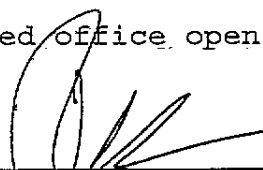
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That HAVENET INTERNET SERVICES, INC., desiring to
organize under the laws of the State of Florida, with its
principal office at 1600 W. Eau Gallie Blvd., Suite 201H,
Melbourne, Brevard County, Florida 32935, has named RAYMOND
P. JACKMAN, located at 1600 W. Eau Gallie Blvd., Suite 201H,
Melbourne, Brevard County, Florida 32935, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.



RAYMOND P. JACKMAN
Registered Agent

FILED
98 MAY 18 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA