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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: AKERMAN, SENTERFITT & EIDSON, P.A.
CONTACT: ANGELICA MARIA CALABRESE
PHONE: (305)374-5600

ACCT#: 075471001363

FAX #: (305)374-5095

NAME: HFC INTEROPERABILITY ALLIANCE, INC.

AUDIT NUMBER.....H98000014255

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
HFC INTEROPERABILITY ALLIANCE, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: **HFC INTEROPERABILITY ALLIANCE, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: One S.E. Third Avenue, 28th Floor, Miami, Florida 33131

ARTICLE III PAR VALUE

The par value of each authorized share is: \$100.00

ARTICLE IV SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 100

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Henry H. Raattama, Jr., One S.E. Third Avenue, 28th Floor, Miami, Florida 33131

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Henry H. Raattama, Jr., One S.E. Third Avenue, 28th Floor, Miami, Florida 33131

The undersigned incorporator has executed these Articles of Incorporation this 31ST day of July, 1998.


Henry H. Raattama, Jr., Incorporator

Prepared by:
Henry H. Raattama, Jr., Esq.
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 0106724

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of **HFC INTEROPERABILITY ALLIANCE, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 31st day of July, 1998.

By: Henry H. Raattama, Jr.
Henry H. Raattama, Jr., Registered Agent

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