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KENNETH M. KALEEL, P.A.
ATTORNEY AND COUNSELOR AT LAW

555 N. CONGRESS AVENUE
SUITE 301
BOYNTON BEACH, FL 33426

KENNETH M. KALEEL

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September 2, 1998

State of Florida
Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

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-09/11/98--01007--010
****112.50 ****112.50

Re: EVERGLADES INTERNET, INC., a Florida Corporation

Gentlemen:

Enclosed is the original and one (1) copy of the Articles of Incorporation regarding the above referenced corporation, together with a check in the amount of \$122.50 representing the following charges:

\$70.00 - Filing Fee; and
\$52.50 - Certified Copy of Articles of Incorporation.

Please file the original Articles and return a certified copy of same to this office in the enclosed self-addressed stamped envelope provided herein.

Sincerely,

KENNETH M. KALEEL, P.A.

By:

Kenneth M. Kaleel, Esquire

KMK/cb
Enclosures
pc: Client
corporat\shoeman\aoi.ltr

DMC
9/17/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

EVERGLADES INTERNET, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. Name

The name of the corporation shall be: Everglades Internet, Inc.

Article II. Principal Office

The principal place of business and mailing address of this corporation shall be: 499 5th Street, Moore Haven, FL 33471.

Article III. Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (\$1.00) per share.

Article IV. Initial Registered Agent

The name and address of the initial registered agent is: Kenneth M. Kaleel, P.A., 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426.

Article V. Incorporator

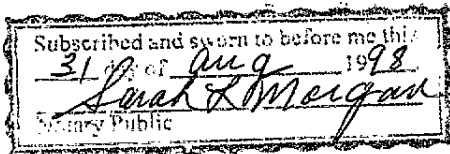
The name and address of the Incorporators to these Articles of Incorporation is: Roger Shoeman, 499 5th Street, Moore Haven, FL 33471; Steve Jilek, 499 5th Street, Moore Haven, FL 33471; and Harry Tomb, 499 5th Street, Moore Haven, FL 33471.

Article VI. Directors

The name and address of each director of the corporation is:

President/Roger Shoeman, Vice President/Steve Jilek,
Secretary/Treasurer Harry Tomb, 499 5th Street, Moore
Haven, FL 33471

The undersigned have executed these Articles of Incorporation
this 31 day of August, 1998.



Sarah L. Morgan
My Commission CC805917
Expires December 8, 2000

A handwritten signature of Roger Shoeman in black ink, written over a horizontal line.

Roger Shoeman, Incorporator

A handwritten signature of Steve Jilek in black ink, written over a horizontal line.

Steve Jilek, Incorporator

A handwritten signature of Harry Tomb in black ink, written over a horizontal line.

Harry Tomb, Incorporator

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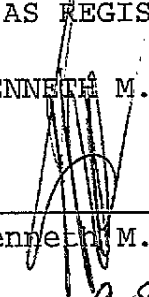
CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: Everglades Internet, Inc.
2. The name and address of the registered agent and office is: Kenneth M. Kaleel, P.A., 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

KENNETH M. KALEEL, P.A.

BY: 
Kenneth M. Kaleel, President

DATED: 9-8-98

Shoeman\aoi