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Nicholas T. Schroeder
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4010-D Newberry Road
Gainesville, Florida 32607

352-376-8118

October 12, 1998

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

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-10/14/98--01010--005
*****70.00 *****70.00

Re: *Incorporation of ATLANTIC.NET BROADBAND, INC.*

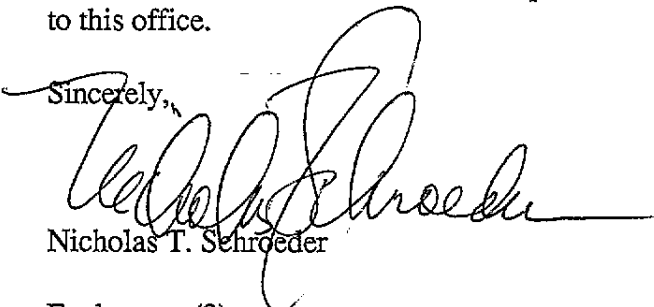
EFFECTIVE DATE
10-15-98

Enclosed are the following:

1. Articles of Incorporation of ATLANTIC.NET BROADBAND, INC.,
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,


Nicholas T. Schroeder

Enclosures (3)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 14 PM 2:08

ARTICLES OF INCORPORATION
OF
ATLANTIC.NET BROADBAND, INC.

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I

Name

The name of the corporation shall be **ATLANTIC.NET BROADBAND, INC.**

ARTICLE II

Nature of Business

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1000) shares having no par value common. All stock when issued shall be non-assessable.

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Beginning of Corporate Existence

The date corporate existence shall begin shall be October 15, 1998.

ARTICLE VII

Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

ARTICLE VIII

Principal Office

The initial street address of the principal office of this corporation shall be 2815 NW 13th Street, #201, GAINESVILLE, FL 32609.

ARTICLE IX

Subscriber

The name and address of the subscriber to these Articles of Incorporation is:

Manoj Puranik
2815 NW 13th Street, #201
Gainesville, FL 32607

Jose Sanchez
2815 NW 13th Street, #201
Gainesville, FL 32609

ARTICLE X

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

Manoj Puranik
2815 NW 13th Street, #201
Gainesville, FL 32609

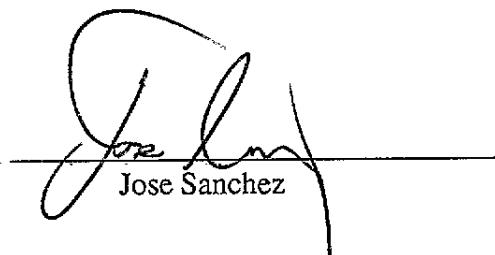
ARTICLE XI

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation for the uses and purposes therein stated this 20th day of September, 1998.

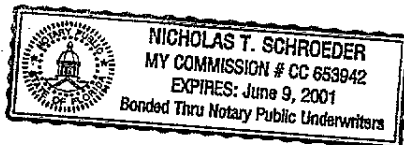

Manoj Puranik

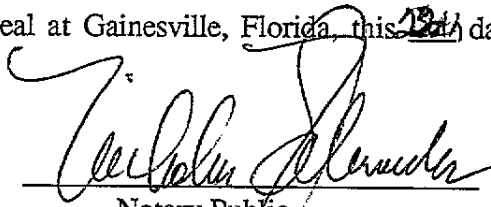

Jose Sanchez

STATE OF FLORIDA
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, Manoj Puranik, being well known (Identified by his Florida Drivers License) and did take an oath, acknowledged before me that he is a party to the foregoing Articles of Incorporation, and further acknowledges the Articles of Incorporation to be his free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Florida, this ~~12th~~ day of September, 1998.



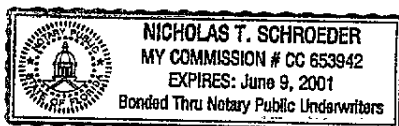


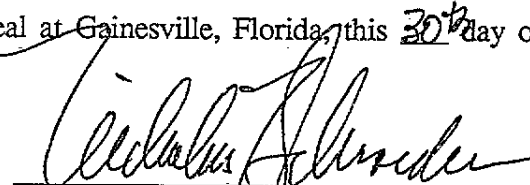
Notary Public
My commission expires:

STATE OF FLORIDA
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, Jose Sanchez, being well known (Identified by his Florida Drivers License) and did take an oath, acknowledged before me that he is a party to the foregoing Articles of Incorporation, and further acknowledges the Articles of Incorporation to be his free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Florida, this ~~30th~~ day of September, 1998.





Notary Public
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

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

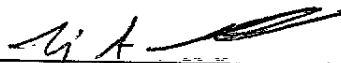
ATLANTIC.NET BROADBAND, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2815 NW 13th Street, #201, GAINESVILLE, FL, 32607, has named, MANOJ PURANIK located at 2815 NW 13th Street, #201, GAINESVILLE, FL 32609, as its agent to accept service of process within Florida.



Manoj Puranik, President

Date: 9/22/98

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Manoj Puranik, Registered Agent

Date: 9/22/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 14 PM 2:09