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December 23, 1998

Secretary of State  
Division of Corporations  
Department of State  
The Capitol  
Tallahassee, Florida 32301

000002722970--7  
-12/28/98--01046--001  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Atlantic Internet, Inc.

Dear Sir or Madam:

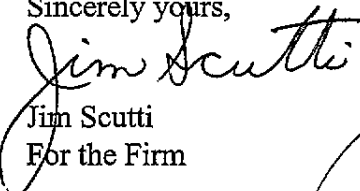
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

|                      |              |
|----------------------|--------------|
| Filing Fee           | \$35.00      |
| Certified Copy       | 52.50        |
| Registered Agent Fee | <u>35.00</u> |
| Total:               | \$122.50     |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. A self-addressed, stamped envelope is enclosed for your convenience to return the certified copy to me.

Your prompt attention to this matter would be appreciated.

Sincerely yours,

  
Jim Scutti  
For the Firm

JS/ig  
Encl.

cc: Charles Wheelus  
James Williams

98 DEC 28 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

ARTICLES OF INCORPORATION

OF

ATLANTIC INTERNET, INC.

FILED  
98 DEC 28 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article I - Name

The name of this corporation is Atlantic Internet, Inc..

Article II - Principal Office and Mailing Address

The principal office and mailing address of the corporation is 621 N. W. 53<sup>rd</sup> Street, Boca Raton, Florida 33487.

Article III - Authorized Shares

The maximum number of shares of capital stock which the corporation shall have the authority to issue and have outstanding at any one time shall be 25,000,000 shares of common stock having a par value of \$.001 per share.

Article IV - Initial Registered Office and Agent

The name and street address of the initial registered agent and office of this corporation is Charles Wheelus, 621 N.W. 53<sup>rd</sup> Street, Boca Raton, Florida 33487.

Article V - Incorporator

The name and address of the Incorporator is Charles Wheelus, 621 N.W. 53<sup>rd</sup> Street, Boca Raton, Florida 33487.

Article VI - Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased or decreased by the bylaws but shall never be less than one. The name and address of the initial director is James Williams, 850 Palm Avenue, Boca Raton, Florida 33432.

Article VII - Purpose

The purpose of this corporation is to transact any and all lawful business.

Article VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

Article IX - Indemnification

The corporation shall indemnify its officers, directors and authorized agents or any former officer, director or authorized agent, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

Article X - Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901, Florida Statutes, the affiliated transactions provisions of the Florida Business Corporations Act.

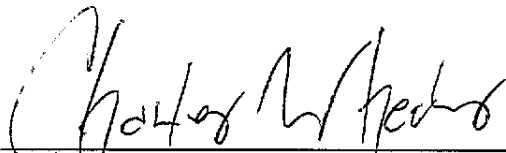
Article XI - Control Share Acquisitions

This corporation expressly elects not to be governed by Section 607.0902, Florida Statutes, the control share acquisition provisions of the Florida Business Corporations Act.

Article XII - Effective Date

The corporation shall commence on the date of execution and acknowledgement of these Articles.

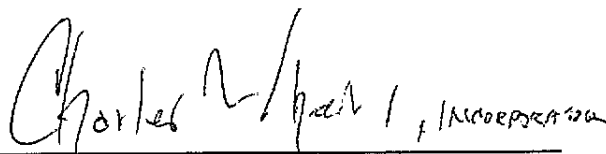
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of December 1998.

  
\_\_\_\_\_  
Charles Wheelus, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned 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.

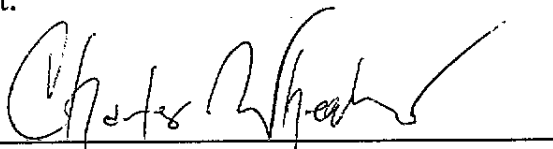
1. The name of the corporation is Atlantic Internet, Inc.
2. The name and address of the registered agent is:



Charles Wheelus, Incorporator  
621 N.W. 53<sup>rd</sup> Street  
Boca Raton, Florida 33487

Date: December 23, 1998

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 obligations of my position as registered agent.



Charles Wheelus

Date: December 23, 1998

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FILED