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March 25, 1999

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

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-03729/99--01040--001

*****87.50 *****87.50

Re: ARTICLES OF INCORPORATION OF PROXIMITY INTERNET, INC.

Dear Sir/Madam:

Enclosed please find an original and two copies of Articles of Incorporation in the above-referenced matter.

Also enclosed, please find check in the amount of \$87.50 made payable to The Florida Department of State to cover your fees for filing, certified copy and certificate of status.

Very truly yours,

John A. Willis
John A. Willis, Esquire

Enclosures

FILED
99 MAR 29 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/30/99
4/1/99

ARTICLES OF INCORPORATION

OF

PROXIMITY INTERNET, INC.

FILED
99 MAR 29 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of the Corporation is **PROXIMITY INTERNET, INC.**

ARTICLE II

The general powers for which the corporation is organized is to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 1000 at \$1.00 par value common shares.

All said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property and labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 4375 S.W. 10th Place, #306, Deerfield Beach Florida 33442.

The name and address of the corporation's initial registered agent is **SCOTT T. FOSTER**,
4375 S.W. 10th Place, #306, Deerfield Beach, Florida 33442.

ARTICLE V

The Board of Directors of this Corporation shall consist of not less than one and not more than ten members. The number of directors constituting the initial board of Directors of this Corporation is two (2). The name and street address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
SCOTT T. FOSTER	4375 S.W. 10th Street, #306 Deerfield Beach, Florida 33442
PETER VERDERBER	2519 N. Ocean Blvd., #110 Boca Raton, Florida 33431

ARTICLE VI

The name and address of the incorporator is: **SCOTT T. FOSTER**, 4375 S.W. 10th Street, #306, Deerfield Beach, Florida 33442.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided by the By-Laws of the Corporation.

The Shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation unless otherwise provided in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in person by each director.

ARTICLE XI

The Corporation, its shareholders, or any combination of the corporation, and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XII

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

Dated this 25th day of March, 1999.



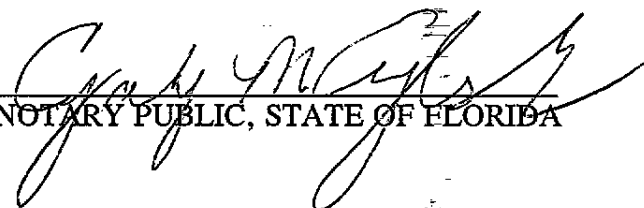
SCOTT T. FOSTER

STATE OF FLORIDA

COUNTY OF PALM BEACH

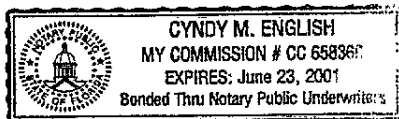
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared **SCOTT T. FOSTER**, to me known personally to be the person described in and who executed the foregoing Articles of Incorporation of **PROXIMITY INTERNET, INC.**, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 25th day of March, 1999.


NOTARY PUBLIC, STATE OF FLORIDA

(Notary seal)

My Commission Expires:



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

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That **PROXIMITY INTERNET, INC.**, desiring to organize under the laws of the State of Florida, with its principal place of business at 4375 S.W. 10th Street, #306, Deerfield Beach, Florida 33442, and **SCOTT T. FOSTER** as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT:

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 performance of my duties.



SCOTT T. FOSTER

FILED
99 MAR 29 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA