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ATTORNEYS AT LAW

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P99000034745
April 14, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32399

Re: Articles of Incorporation
SurfNet Technologies, Inc.

600002828366--5
-04/02/99--01087--020
*****87.50 *****87.50

Dear Sir/Madam:

Please find enclosed the following:

- a. Articles of Incorporation for SurfNet Technologies, Inc.

Sincerely,

Howard P. Rives, III

HPR/bls
Enclosure

99 APR 15 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Dmc
4/15/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 2, 1999

ATTORNEYS' TITLE

SUBJECT: SURFNET TECHNOLOGIES, INC.
Ref. Number: W99000007994

We have received your document for SURFNET TECHNOLOGIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

IN ARTICLE V YOU STATE THAT YOU HAVE OFFICERS AND DIRECTORS, BUT NONE ARE LISTED. PLEASE GIVE THOSE NAMES AND TITLES.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 199A00016888

ARTICLES OF INCORPORATION
OF
SURFNET TECHNOLOGIES, INC.

FILED
99 APR 15 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be SurfNet Technologies, Inc., and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon, and its principal place of business shall be 9818 Dean Cove Lane, Orlando, Florida 32825 or such other place as from time to time is designated.

ARTICLE II - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 1,000 shares of common stock, which a par value of \$1.00 PER SHARE, which stock may be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the By-Laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE IV - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE V - OFFICES AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one member, as may be by the corporation provided, who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-Laws or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Robert J. Maresca, President/Director
9818 Dean Cove Lane
Orlando, Florida 32825

Thomas E. Marin, Secretary/Director
13548 Crystal River Drive
Orlando, Florida 32828

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles is:

Robert J. Maresca
9818 Dean Cove Lane
Orlando, Florida 32825

Thomas E. Marin
13548 Crystal River Drive
Orlando, Florida 32828

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE VII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL REGISTERED AGENT

The initial registered agent of the corporation and his address shall be as follows:

Thomas E. Marin
1358 Crystal River Drive
Orlando, Florida 32828

In Witness Whereof, the Incorporators have hereunto subscribed their hands and seals to these Articles of Incorporation this 23 day of March, A.D., 1999.
Signed, Sealed and Delivered in the presence of:

Milagros Pagan
Witness

Robert J. Maresca (Seal)
Robert J. Maresca

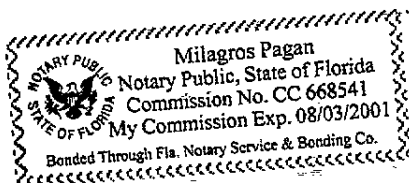
Milagros Pagan
Witness

Thomas E. Marin (Seal)
Thomas E. Marin

STATE OF FLORIDA : COUNTY OF ORANGE } ss.:

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, Robert J. Maresca and Thomas E. Marin, who are either personally known to me or who produced identification, who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same of the purposes therein expressed.

WITNESS my hand and official seal this 23rd day of March, A.D., 1999.



Milagros Pagan
Print Name:
Notary Public, State of Florida
Personally known: X Produced Identification: _____
Type of Identification Produced: _____

FILED

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

99 APR 15 PM 2:15
7
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that SurfNet Technologies, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Orlando, County of Orange, State of Florida, has named Thomas E. Marin, located at 1358 Crystal River Drive, 32828, County of Orange, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

Thomas E. Marin
Thomas E. Marin