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ALSO MEMBER OF D.C. BAR

P99000047914

May 20, 1999

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-05/24/99-01138--009  
\*\*\*\*175.00 \*\*\*\*\*87.50

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE  
5-18-99

RE: Articles of Incorporation for Dorothy E. Dunaway, P.A. and PelicanNet, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced corporations along with our firm check in the amount of \$175.00 representing the two filing fees (\$70.00 each); the cost for two certified copies (\$8.75 each); and two status certificates (\$8.75 each). Please return certified copies of the Articles with status certificates to our offices at the address above.

If you have any questions or further information is needed, please do not hesitate to contact me.

Thank you for your help in this matter.

Very truly yours,

Gilbert C. Betz

GCB/vad  
enclosures

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99 MAY 24 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CF  
5-21-99  
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## ARTICLES OF INCORPORATION

of  
PelicanNet, INC.

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

### ARTICLE I Corporate Name

The name of this corporation is PelicanNet, INC. (which is hereinafter called the "Corporation").

### ARTICLE II Commencement and Duration

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law. If these Articles are not received by the Secretary of State's office within the time required by law, then existence shall commence on the date of filing with the Secretary of State's office.

### ARTICLE III Purpose

The general nature of the business to be transacted by the Corporation and the objects and purposes of this Corporation shall be to offer to the general public Internet access as an Internet Service Provider (ISP), thus providing its customers with unlimited access to the world wide web, e-mail services, bulk drive space, web site development and web hosting services, to include web page design and publishing and generally to provide all ISP customer services required in the business of an ISP; and generally to exercise full power to perform any and all acts connected therewith, or arising therefrom, or incidental thereto, and all acts proper or necessary for the purposes of the business. In furtherance of the objects and purposes of this Corporation, the Corporation shall also be able to own real or personal property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the objects and purposes of the Corporation. Further, the Corporation shall be able to invest and reinvest its funds in real estate, mortgages, stocks, bonds, or any other type of investment.

In addition to the aforementioned, in furtherance of the purposes and objects of the Corporation, the Corporation shall do and perform any other acts or things, and exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be, authorized by law, and generally do and perform any and all things necessary or incidental to the performing of such acts and things. The Corporation shall further have the power to engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE IV  
Stated Capital

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5000) shares of Common Stock, having a par value of one dollar (\$1.00) per share.

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V  
Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

The Corporation shall have two (2) director(s) initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the Corporation.

The name and street address of the initial director(s), who shall hold office until their successor(s), who shall be chosen at the first meeting of the stockholders, have qualified, shall be:

<u>Name</u>	<u>Address</u>
John R. Gossman, Jr.	950 N. Krome Avenue Suite #204 Homestead, FL 33030
Jeffrey A. Miller	26563 S.W. 122 Place Plantation, FL 33032

ARTICLE VI  
Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII  
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII  
Incorporators

The name and address of the persons signing these Articles of Incorporation as the incorporator(s) is:

<u>Name</u>	<u>Address</u>
John R. Gossman, Jr.	950 N. Krome Avenue Suite #204 Homestead, FL 33030
Jeffrey A. Miller	26563 S.W. 122 Place Plantation, FL 33032

ARTICLE IX  
TRANSACTIONS WITH RELATED PARTIES

Subject to the provisions of the Florida General Corporation Act, no contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any director or officer of this Corporation is interested in, or is a director or officer of, such other corporation, and any director or officer, individually or jointly may be a party to, or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract or other transaction in this Corporation with person or firm or corporation shall be affected by the fact that any director or officer of this Corporation is a party in any way connected with such person, firm or corporation and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise

exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

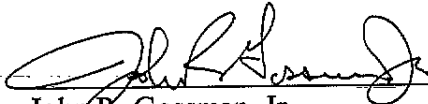
ARTICLE X  
Initial/Principal Office and Registered Agent

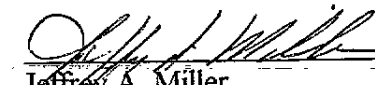
The street address of the initial and principal office of the Corporation is Suite, 200, 381 N. Krome Avenue, Homestead, Florida 33030. The mailing address of the initial and principal office is Suite 200, 381 N. Krome Avenue, Homestead, Florida 33030. The name of the initial registered agent of the Corporation is Jeffrey A. Miller, whose address is as follows:

Suite 200  
381 N. Krome Avenue  
Homestead, Florida 33030

The Board of Directors from time to time may designate a different registered agent or move the registered office to any other address in the State of Florida.

IN WITNESS WHEREOF, the undersigned, as incorporator(s), hereby execute these Articles of Incorporation, this 18<sup>th</sup> day of May, 1999.

  
John R. Gossman, Jr.  
Incorporator

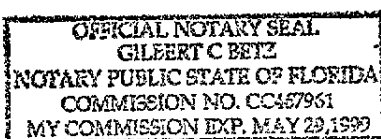
  
Jeffrey A. Miller  
Incorporator

STATE OF FLORIDA           )  
  ) SS.  
COUNTY OF MIAMI-DADE )

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John R. Gossman, Jr., and Jeffrey A. Miller, known to me or who provided \_\_\_\_\_, as identification and who executed the foregoing Articles of Incorporation of PELICAN NET, INC., and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal this 18<sup>th</sup> day of May 1999, at Miami, Miami-Dade County, Florida.

My Commission Expires:



BY:   
Name:  
Notary Public, State of Florida at Large




**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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 and the address of the Corporation is:  
PELICAN NET, INC.  
Suite 200  
381 N. Krome Avenue  
Homestead, Florida 33030
2. The name and address of the registered agent and his office is:

JEFFERY A. MILLER  
Suite 200  
381 N. Krome Avenue  
Homestead, Florida 33030

Dated: 18 May 1999

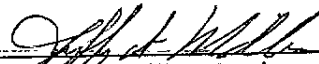
  
John R. Gossman, Jr., Incorporator

Dated: 18 May 1999

  
Jeffrey A. Miller, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, PELICAN NET, INC., 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

  
Jeffrey A. Miller, Registered Agent of  
Pelican Net, Inc.

Dated: 18 May 1999