

David C. Galfond

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WASHINGTON OFFICE
ONE THOMAS CIRCLE, N.W.
SUITE 205
WASHINGTON, D. C. 20005
(202) 331-0700

June 23, 1999

Corporate Division
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-06/25/99-01050--001
-*****70.00 *****70.00

Re: Articles of Incorporation
Optic Host Corp.

Dear Sirs:

Enclosed please find one original and one photocopy of the Articles of Incorporation of a corporation to be formed; to wit: Optic Host Corp.

Also, please find attached the designation of Registered Agent and the acceptance of that appointment as Agent.

Attached as well please find a check in the sum of \$70.00, the requisite fee for filing.

The corporation will have 10,000 shares of no par value common stock.

Kindly forward the approval as quickly as possible as the parties are ready to commence business the very moment it is received.

The said approval should be forwarded to me at the Stuart, Florida address above. If it is at all possible, I should be very grateful if you could fax any indication of approval to me at 561-286-7690.

Thank you for your cooperation in this matter.

Very truly yours,


David C. Galfond

DCG/ns
enclosures

FILED
99 JUN 25 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS (1/19/00)

Articles of Incorporation

of

Optic Host Corp.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article 1 - Name. The name of the corporation shall be Optic Host Corp.

Article 2 - Duration. This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

Article 3 - Purpose. This corporation is organized for the purpose of transacting business as an internet connection for personal and/or business use, to design and host personal web pages, business web sites, to offer E-Mail, E-Commerce with secured servers, data base programming and custom software, instructional classes, to design and build computers and install same, offer telecommunications services, to design/install/give instructions for Lans, and intra nets, to offer catalog design and printing of same (all business forms), catalog design, formatting and the making of same on CD-Roms, copy and store business records in secured locations, lease lines from telecommunications companies and/or computer equipment, build, own or lease corporate offices, obtain patents and trademarks, do joint ventures, offer any and all services an "ISP" internet service provider could offer to personal or business clients, buy, sell or lease computers or programs for personal or business use, advertise for and solicit customers worldwide, offer advertising services for personal or business client, obtain domain names for corporate or personal use (buy and sell) and to enter into any and all contracts required to perform such services as well as to acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of, real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes of any corporation or association, whether domestic or foreign, or of any firm or individual, or of the United States, or any state of the United States or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on, or from such property, and to possess and exercise in respect thereto, all rights, powers and privileges of ownership, including all voting powers thereon, or to engage in any other business activity which is permitted by corporations in the State of Florida.

To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporations.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges, granted or permitted to a corporation by the Florida Statutes, it being intended that this corporation shall have all the rights, powers and privileges granted or permitted to corporations by said statutes.

To be even more specific, this corporation shall be empowered to transact any or all lawful business for which corporations may be formed under Chapter 607, Florida Statutes, as it now may exist, or may later be amended.

Article 4 - Stock. This corporation is authorized to issue 10,000 shares of no-par value common stock, hereinafter designated as the "common shares".

Article 5 - Pre-Emptive Rights. Every shareholder, upon the sale of any stock of this corporation for cash, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article 6 - Initial Registered Office & Agent. The street address of the initial registered office of the corporation is #8 South Sewall's Point Road, Stuart, Florida 34996 and the name of the initial registered agent of the corporation at that address is David C. Galfond, Esquire.

Article 7 - Initial Board of Directors. The corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be increased or decreased by the By-Laws, from time to time; however, there shall never be less than one Director, nor more than six Directors. The names of the initial Director, and his address is as follows:

Donald Cantor (Soc. Sec. No. #100-36-4156)
2929 East Ocean Blvd., Building 106, Apt. 7
Stuart, Florida 34996

Article 8 - Incorporators. The names of the incorporators, and their addresses are as follows:

Donald Cantor
2929 Southeast Ocean Blvd.
Building 106, Apt. 7
Stuart, Florida 34996

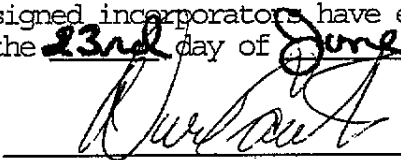
The initial, temporary, office of the corporation shall at first be at 2929 S.E. Ocean Blvd., 106-7, Stuart, Florida 34996.

Mail may be addressed to P. O. Box 1259, Palm City, FL 34991-1259.

Article 9 - Indemnification. The corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article 10 - Amendments. This corporation may amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 23rd day of June, 1999.


Donald Cantor
(Incorporator)

State of Florida;
Martin County, To Wit:

Before me, David C. Galfond, a Notary Public authorized to take acknowledgments in the State and County set forth above, did personally appear Donald Cantor, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he did so for the purposes intended, freely and voluntarily.

In witness whereof, I have set my hand and seal this 23rd day of June, 1999.


David C. Galfond
Notary Public

My commission expires: January 9, 2001



David C. Galfond
MY COMMISSION # CC599123 EXPIRES
January 9, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENCY UPON WHOM PROCESS
MAY BE SERVED.

In accordance with Sections 48.091 and 607.034, Florida Statutes,
the following is submitted:

First, that Optic Host Corp. desires to organize or qualify under
the laws of the State of Florida, with its initial principal place of
business at #8 South Sewall's Point Road, Stuart, Florida 34996, and has
named David C. Galfond, Esquire, of that same address as its agent
(Registered Agent) to accept service of process within the State of
Florida.

Dated this 23rd day of June, 1999.



Donald Cantor
(Director)

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



David C. Galfond
Registered Agent

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA