

THE HEST LAW OFFICES

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Corporate Centre
7777 Glades Road • Suite 207 • Boca Raton, Florida 33434
New York • Boston
Reply to Boca Raton

October 6, 1999

State of Florida
Department of State
Corporation Division
409 East Gaines Street
Tallahassee, FL. 32399
850-488-9000

000003011950--7
-10/11/99--01122--017
*****122.50 *****78.75

via UPS #N303-4770-37-2

RE: BOCA INTERNET, INC.

Dear Sir or Madam:

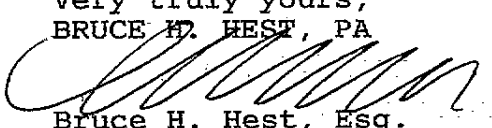
Enclosed please find one original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50, representing \$70.00 filing fee, and \$52.50 to certify.

Also enclosed please find a prepaid return FEDEX Airbill for overnight delivery of the certified documents to this office.

Thank you for your prompt attention and courtesy.

Very truly yours,
BRUCE H. HEST, PA


Bruce H. Hest, Esq.

FILED
99 OCT 11 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BOCA INTERNET, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE - NAME

The name of this corporation is BOCA INTERNET, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting or engaging in any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and city of the initial registered office of the corporation is c/o Bruce H. Hest, PA, 7777 Glades Road Suite 207, Boca Raton, Florida 33434 and the name of the registered agent at such address is Bruce H. Hest, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. However, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation is:

JOSHUA LAX

22261 SW 66th Avenue #1707
Boca Raton, FL. 33428

JOHN KLECK

1234 South Military Trail #1814
Deerfield Beach, FL. 33442

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these Articles is JOSHUA LAX, 22261 SW 66th Avenue #1707, Boca Raton, FL. 33428.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

Dated this 6th day of October, 1999.

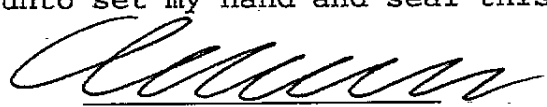
IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation, has signed these Articles of Incorporation.


JOSHUA LAX

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared JOSHUA LAX, who is personally known to me, and who executed the foregoing articles of incorporation and he acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

6th IN WITNESS WHEREOF, I have hereunto set my hand and seal this of October, 1999.


Notary Public

BRUCE H. HEST

My commission expires:



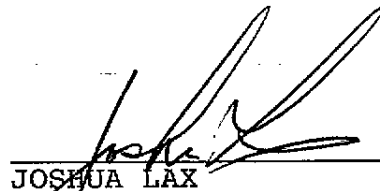
Bruce H. Hest
Commission # CC 247641
Expires March 1, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of Section 607.325, Florida Statutes, the following is submitted:

BOCA INTERNET, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 22261 SW 66th Avenue #1707, Boca Raton, FL. 33428, has named Bruce H. Hest, Esq., BRUCE H. HEST, PA., located at Suite 207, 7777 Glades Road, Boca Raton, Florida 33434, as its agent to accept service of process within Florida.

Dated October 6, 1999.


JOSHUA LAX

ACCEPTANCE BY REGISTERED AGENT

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 and complete performance of my duties, and I accept the duties and obligations of section 607.325, Florida Statutes.

BRUCE H. HEST, PA

By: 
Bruce H. Hest, President

FILED
99 OCT 11 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA