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ARTICLES OF INCORPORATION
OF
Human Network International (HNI)

TO:

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS & PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION

We, the undersigned natural persons of the age of eighteen years or more, acting as Incorporators of a Corporation under the NON-PROFIT CORPORATION ACT (D.C. Code, 2001 edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

FIRST:

The name of the corporation is Human Network International (HNI).

SECOND:

The period of its duration is PERPETUAL.

THIRD:

The purpose or purposes for which the corporation is organized are:

This corporation is established to bring the advantages of technology to low income people, including, but not limited to, free access to digital technologies to low income people throughout the developing world. In so doing, HNI provides opportunities for individuals to lead richer lives and build stronger communities.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

No part of the net earnings corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation property shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

FOURTH:

This corporation has no members.

FIFTH:

Election or appointment of directors shall be provided in the bylaws.

SIXTH:

The regulation of the internal affairs of the corporation shall be provided in the bylaws.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH:

The name and address of the initial registered agent:

Mr. David G. McAfee
1442 Iris Street, NW
Washington, DC 20012

EIGHTH:

The corporation has three directors constituting the board of directors until the first annual meeting or until their successors are elected:

Mr. Andrew McAfee
32 Valentine Street
Cambridge, MA 02139


Mr. David McAfee
1442 Iris Street, NW
Washington, DC 20012

Mr. Alex Miller
2255 160th Ave.
Edgerton, MN 56128

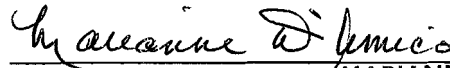
NINTH:

The corporation has three incorporators:

Mr. Andrew McAfee
32 Valentine Street
Cambridge, MA 02139

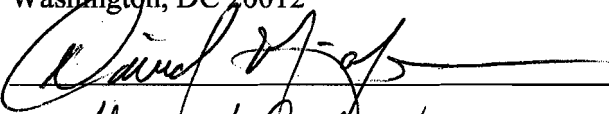

COMMONWEALTH OF MASSACHUSETTS) COUNTY OF SUFFOLK) ss.
I, MARIANNE D'AMICO, A Notary Public, hereby certify that on the
31st Day of JANUARY, 2007 Andrew McAfee appeared before me and signed the
foregoing document as incorporators, and have averred that the statements therein contained are
true, with identification of his Massachusetts Driver's License.

Mr. David McAfee
1442 Iris Street, NW
Washington, DC 20012





MARIANNE D'AMICO
Notary Public
Commonwealth of Massachusetts
My Commission Expires
October 12, 2012


I, Sharon S. Carlos, A Notary Public, hereby certify that on the
22nd Day of March, 2007 David McAfee appeared before me and signed the
foregoing document as incorporators, and have averred that the statements therein contained are
true.



Mr. Alex Miller
2255 160th Ave.
Edgerton, MN 56128

Sharon S. Carlos
Notary Public, District of Columbia
My Commission Expires 10-31-2009



I, Victoria Swenson, A Notary Public, hereby certify that on the
3rd Day of January, 2007 Alex Miller appeared before me and signed the foregoing
document as incorporators, and have averred that the statements therein contained are true.

(NOTARY SEAL)