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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Access Incorporation Services, Inc.
21550 Oxnard St, Suite 300
Woodland Hills, CA 91367

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/03/00-01055-020
*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find two copies of the Articles of Incorporation for **NetCoDev.com, Inc.** Also, enclosed please find a check made out to Department of State for the amount of \$78.75.

Please send a stamped copy of the articles to:

Access Incorporation Services
21550 Oxnard St, Suite 300
Woodland Hills, CA 91367

Sincerely,

Matthew Cohen
Vice-President
Access Incorporation Services, Inc.

7/21/00
8/8/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

NetCoDev.com, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5745 8th Ave. North

St. Petersburg, FL 33710

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Gary James Gebhart

5745 8th Ave. North, St. Petersburg, FL 33710

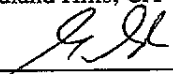
ARTICLE V INCORPORATOR

The **name and address** of the incorporator to these Articles of Incorporation are:

Gannon Stride

21550 Oxnard Street, Suite 300

Woodland Hills, CA 91367



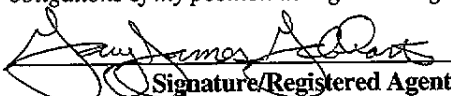
July 12, 2000

Signature/Incorporator

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



Signature/Registered Agent

July 12, 2000

Date