

PD1000072712

Michael Harford
3707 Greenery Ct. Suite 207
Tampa, FL 33618

July 17, 2001

Corporate Records Division
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

800004492318--5
-07/24/01--01003--006
*****78.75 *****78.75

Re: NET CAFÉ, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation for the above-named entity and our check in the amount of \$78.75, payable to the Secretary of State, representing payment of the following:

a) Filing Fee	\$35.00
b) Certified copy of Articles of Incorporation	8.75
c) Designation of Registered Agent	35.00
	\$78.75

Please return the certified copy of the Articles of Incorporation to us as soon as possible.

Thank you for your attention to this matter.

Sincerely,


Michael Harford

01 JUL 23 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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G. BULLOCK JUL 24 2001

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**ARTICLES OF INCORPORATION
OF
NET CAFÉ, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The under signed subscribers, being natural persons competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following articles of incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be: NET CAFÉ , INC.

ARTICLE TWO

This corporation shall have perpetual existence and less sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of distribution of vending machines and for the purpose of trans acting any or all-lawful business, including but not limited to the following:

- A) To purchase or otherwise acquire letters, patents, copy rights, trademarks, concessions, licenses, inventions, right, franchises, and privileges, subject to royalty or otherwise and whether exclusive, non-exclusive or limited, or any part interest in any of the above-enumerated rights whether in the United States or in any other part of the world; to sell, let or grant any of the said rights, the belonging to the corporation, or which it may let or grant any of said rights the belonging to the corporation, or which it may acquire, or any interest in the same; and to register any patent or patents, for any invention or inventions, or any copyrights or trademarks, or obtain exclusive or other privileges in respect to the same, and to apply for, exercise, use or otherwise deal with or turn to account any patent rights, copyrights, or trademarks, any

concessions, monopolies, franchises, or other rights or privileges either in the United States or in any other part of the world.

- B) To manufacture, fabricate, process, deal in, install, store, handle, transport, export, import or otherwise handle any and all goods, materials, appurtenances and processes useful in, necessary for, or convenient in the conducting of the business of the corporation, or of any subsidiary or agency there of.
- C) To buy, sell, exchange, rent and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal and take mortgages an assignment of mortgages upon the same; to make and obtain loans upon real-estate, improved or unimproved, and upon personal property, given or taking evidences of indebtedness and securing the payment there of by mortgage, trust deed, pledge or otherwise, to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deed, and contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind in description, including the good will, stock rights and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; to draw, make accept, endorse, discount, execute, an issue promissory notes, bills of exchange, warrants, bond, debentures, and other negotiable or transferable instruments or obligations without restriction of limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony or foreign country; and to act as agent or broker for any other person, firm or corporation in doing any and all acts described here in.
- D) To purchase equities, mortgages, installment sales contracts, notes, drafts, acceptances and commercial paper of every kind and description, including accounts receivable, of other persons, firms or corporations; to hold, collect

an otherwise use the same for the benefit of the corporation; and to sell or otherwise dispose of the same.

- E) To operate, conduct and carry on other businesses which may be purchased or otherwise acquired by the corporation, or to lease or rent the same to any other person, firm or corporation, during such period of time as a corporation may own such business or businesses, in order to prevent depreciation in the value of such business or businesses prior to sale or other disposition of the same by the corporation.
- F) To purchase, subscribe for, hold, pledge, transfer, sell or otherwise dispose of or a deal in, shares of capital stock of corporations, including this corporation, bonds, debentures, notes, or other securities or evidences of indebtedness of any private or public corporation, to do any a other act or think permitted by law for the preservation, protection, improvements, or enhancement of the value of such shares of stock, bonds, debentures, notes or other securities or evidences of indebtedness, including the right to vote thereon, and respecting any of the enumerated times to exercise any and all rights and privileges of ownership thereof.
- G) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein in any and all ventures, so far as the same are permissible by law, and selling or otherwise disposing of such investments, or any part thereof, or interest therein.
- H) To engage in the brokerage business, on behalf of itself or others, including but not limited to the business and professions of real estate, securities, insurance and mortgage and to do any and all businesses which may be delegated to agents or brokers by principles and to conduct and operate general agency and brokerage business of every kind and description.
- I) To do all things which are lawful under the laws of the state of Florida, which are necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or attainment of any or all of the objects of the corporation or incidental to the powers herein named which she shall at any time appear

conducive or expedient for the protection or benefit of the corporation either as holder of or interested in any property or otherwise, with all the powers now or here after conferred by the Laws of the State of Florida upon corporations.

- J) For the accomplishment of any object on or about its business or affairs, to incur debts without limit, and to raise, borrow and secure the payment of money in any lawful manner.
- K) The powers specified herein shall be construed both as purposes and the powers and shall be in no ways limited or restricted by reference to or interfere from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner demeaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another; although it be of like nature not expressed.

ARTICLE FOUR

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Stock".

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

The street address of the initial principal and registered office of this corporation is 3707 Greenery Court, Suite 207, Tampa, FL 33618, and the mailing address is P.O.

Box 273903, Tampa, FL 33688. The name of the initial registered agent of this corporation at that address is Michael Harford.

ARTICLE SEVEN

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws of this corporation, but shall never be less than one. The name and address of the initial directors of this corporation are:

Michael Harford
P.O. Box 273903
Tampa FL 33688

Freddy Perez
P.O. Box 273903
Tampa FL 33688

ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until his successor is elected and has qualified are:

<u>NAME AND OFFICE</u>	<u>STREET ADDRESS</u>
Michael Harford President/treasurer	3707 Greenery Ct. Suite 207 Tampa, FL 33618
Freddy Perez Vice-President/Secretary	3707 Greenery Ct. Suite 207 Tampa, FL 33618

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any office or director or any former office or director to the fullest extent permitted by law.

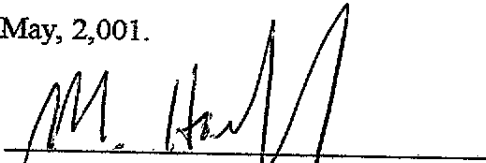
ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE THIRTEEN

The names of the persons signing these articles of incorporation as incorporator Michael Harford and Freddy Perez.

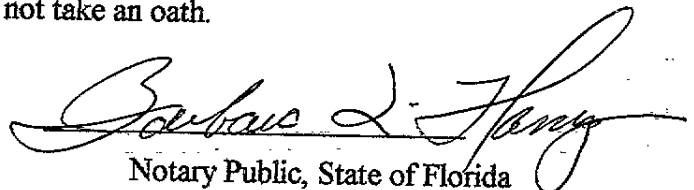
IN WITNESS WHEREOF, the undersigned have executed with these Articles of Incorporation in duplicate in on the 8 day of May, 2,001.



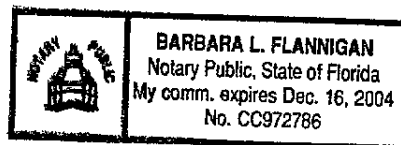
MICHAEL HARFORD
FL Drivers License

STATE OF FLORIDA :
COUNTY OF HILLSBOROUGH:

The foregoing instrument was acknowledged before me this 8 day of May, 2,001, by Michael Harford, who is personally known to me, or who produced to me his Florida Drivers License as identification and who did/did not take an oath.


Notary Public, State of Florida

My Commission Expires:

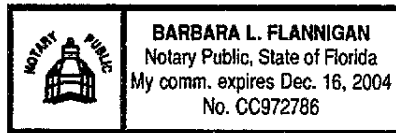


Freddy Perez
FREDDY PEREZ
ED
Passport 46439275

STATE OF FLORIDA :
COUNTY OF HILLSBOROUGH :

The foregoing instrument was acknowledged before me this 8 day of May, 2,001,
by Freddy Perez, who is personally known to me, or who produced a valid passport as
identification and who did/did not take an oath.

Barbara L. Flannigan
Notary Public, State of Florida
My Commission Expires:



**STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE**

In pursuance of Section 48.091 and 607.034, Fla. Stats. 1983, the following is submitted in compliance with said Act:

First, **NET CAFÉ, INC.**, desiring to organize under the laws of the State Florida, with its registered office as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has Named **MICHAEL D. HARFORD**, whose street address is 3707 Greenery Ct., suite 207, Tampa, Florida 33618, and whose mailing address is P.O. Box 273903, Tampa, Florida 33688, as its Registered Agent.

ACKNOWLEDGEMENT:

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 to act as registered agent and agree to comply with the provisions of the above-referenced act.



MICHAEL D. HARFORD

01 JUL 23 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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