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TRANSMITTAL LETTER

FILED  
02 JAN 28 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

400004829904--0  
-01/28/02--01028--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: METCOMM DESIGN, INC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: PROBETT BUSINESS SERVICES  
Name (Printed or typed)  
PO DOMINIC LAMBERTI  
420 S. DIXIE HIGHWAY, # 2B  
Address  
CORAL GABLES, FL 33146  
City, State & Zip  
305-740-9200  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

DB 2/4

ARTICLES OF INCORPORATION  
OF  
NETCOMM DESIGN, INC.

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I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be NETCOMM DESIGN, INC.

II

The purposes and general nature of the business to be conducted and transacted by the Corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this Corporation, it is expressly declared and provided that this Corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects here in above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this Corporation is authorized to have outstanding at any time is 1000 shares of \$1.00 per value.

IV

The amount of capital with which this Corporation shall begin business shall be \$100.00.

V

The existence of this Corporation shall be perpetual.

VI

The principal office and/or the mailing address for this Corporation is:

16745 SW 74<sup>th</sup> Ave  
Miami, FL 33157

VII

The street address of the initial registered office of this Corporation in the State of Florida shall be 16745 SW 74<sup>th</sup> Ave, Miami, FL 33157. The name of the initial registered agent of the Corporation at that address is Christopher Faiella.

VIII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name(s) and address (es) of the initial director of this Corporation is (are):

Mr. Christopher Faiella  
16745 SW 74<sup>th</sup> Ave  
Miami, FL 33157

IX

The name and address of the person signing these Articles of Incorporation is:

Mr. Christopher Faiella  
16745 SW 74<sup>th</sup> Ave  
Miami, FL 33157

X

The Corporation shall indemnify any officer or director or any former officer or director to the full extent of the law.

XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

XII

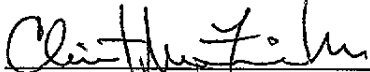
The shareholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and detail hereof, shall be determined by the shareholders of this Corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

XIII

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein above states, this corporation shall have all and singular the following powers:

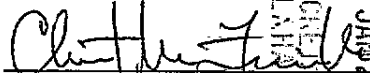
- (a) This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.
- (b) This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned, and held by any such shareholders as should desire to sell, transfer, or otherwise dispose of this corporation setting for the terms and conditions of such purchase; provided however, the capital of this corporation is not impaired.
- (c) This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholders who die, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

The undersigned subscriber has executed these Articles of Incorporation this 23 day of JANUARY 2002.

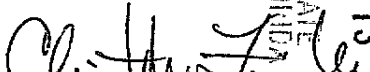
  
Christopher Faiella

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the Corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
Christopher Faiella

I have hereunto made, subscribed and acknowledged these Articles of Incorporation

  
Christopher Faiella

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

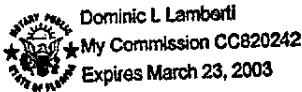
FILED

STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE)

I hereby certify that on this day personally appeared: Christopher Faiella, well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be act and deed of the subscriber(s) and that the facts set forth therein are true.

WITNESS my hand and seal at  
Miami-Dade County, Florida, this  
23<sup>rd</sup> Day of JAN, 2002.

My Commission Expires:



  
\_\_\_\_\_  
NOTARY PUBLIC

Seal