

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000051181

Networks Inc

300005481483-2
-05/07/02-01066-010
*****78.75 *****78.75

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

02 MAY -7 AM 11:09
CIVILIAN

2002 MAY -8 AM 10:58
STATE
TALLAHASSEE FLORIDA

FILED

2545
W002-13145

Signature _____

Requested by RW _____

Name _____ Date 5/7 Time _____

Walk-In _____ Will Pick Up _____

5/9/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

2002 MAY -8 AM 10: 58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 7, 2002

CAPITAL CONNECTION INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: NETWORKS, INC.
Ref. Number: W02000013145

We have received your document for NETWORKS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 802A00028684

Corrected

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 MAY -8 PM 3:46

RECEIVED

FILED

ARTICLES OF INCORPORATION

2002 MAY -8 AM 10:58

OF

NETworks PC, Inc.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this corporation is: NETworks PC, Inc.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 10,000 shares, all of which shall be common shares with no par value.

ARTICLE V

PREEMPTIVE RIGHTS

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 (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 of the initial corporate office of this corporation is: 6600 N.W. 22nd Street, Margate, Florida 33063. The registered office of this corporation is: 6600 N.W. 22nd Street, Margate, Florida 33063. The name of the initial registered agent of this corporation at that address: Ralph H. Mershon.

ARTICLE VII

DIRECTORS

This corporation shall initially have one (1) director.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Ralph H. Mershon
6600 N.W. 22nd Street
Margate, Florida 33063

ARTICLE VIII

OFFICERS

The initial officers of the corporation shall be:

President/Secretary/Treasurer: Ralph H. Mershon

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is:

Ralph H. Mershon
6600 N.W. 22nd Street
Margate, Florida 33063

ARTICLE X

CORPORATE ADDRESS

The address of the corporation shall be:

6600 N.W. 22nd Street
Margate, Florida 33063

ARTICLE XI

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on:

Upon receipt by the Secretary of State.

ARTICLE XII

AMENDMENT

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

IN WITNESS WHEREOF, I have subscribed my name this 6th
day of May, A.D., 2002.



INCORPORATOR
RALPH H. MERSHON

STATE OF FLORIDA


COUNTY OF PALM BEACH

On this 6th day of May, A.D., 2002, before me, a Notary Public for the State of Florida the undersigned officer personally appeared RALPH H. MERSHON, known to me to be the person whose name is subscribed to in the within instrument, and acknowledges she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My Commission Expires:

 Michelle M Schechner
My Commission DD039310
Expires July 04, 2005

FILED
2002 MAY - 8 AM 10: 58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of her duties.

Dated this 6th day of May, 2002.


Registered Agent
RALPH H. MERSHON