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P95000059765

Mrs. Doris Brown
Division of Corporations
Attn: New Filings
P.O. Box 6327
Tallahassee, FL 32314

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: CENTRONET MARKETING, INC.

Dear Sir:

Enclosed herewith are the Articles of Incorporation in connection with the above referenced. Also enclosed is a check in the amount of \$122.50 for the filing of same.

Sincerely,

William Dale Whitice, Esquire

6/17/95

WDW/vrd

JUL 25 1995 BSR
W95-14950

FILED
95 AUG -3 7:10:25



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 25, 1995

WILLIAM DALE WHITICE, P.A.
2601 SOUTH BAYSHORE DRIVE
SUITE 1400
COCONUT GROVE, FL 33133

SUBJECT: CENTRONET MARKETING, INC.
Ref. Number: W95000014950

We have received your document for CENTRONET MARKETING, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return 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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 895A00035361

ARTICLES OF INCORPORATION
OF
CENTRONET MARKETING, INC.

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THE UNDERSIGNED incorporator hereby makes, subscribes, acknowledges, and files with the Department of State these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be as stated above CENTRONET MARKETING, INC., and the principal place of business is 2601 S. Bayshore Drive, Suite 1400, Coconut Grove, Florida 33133.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be:

SHARES

100

PAR VALUE

\$5.00

Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporation or by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid for and shall be non-assessable.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT AT SUCH ADDRESS

The following shall be the street address of the initial registered office of this corporation and the name of its initial registered agent at such address.

ADDRESS OF OFFICE

2601 S. Bayshore Dr., Suite 1400
Coconut Grove, Florida 33133

AGENT AT SUCH ADDRESS

William Dale Whitice

ARTICLE VII - DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9) the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Directors may be removed, without cause, at any annual or special meeting of the stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The member(s) of the first Board of Directors is/are:

DIRECTORS

ADDRESS

William Dale Whitice

2601 S. Bayshore Dr., Suite 1400
Coconut Grove, Florida 33133

Moona Masri

2601 S. Bayshore Dr., Suite 1400
Coconut Grove, Florida 33133

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the corporate existence or until successors are elected or appointed and have qualified.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing the Articles of Incorporation is
William Dale Whitice, 2601 S. Bayshore Drive, Suite 1400, Coconut Grove, FL 33133

ARTICLE X - CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any Director individually or any firm of which any

Director may be a member, may be a partner, or may peculiarly or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, any Director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XI - OFFICERS

The officers of this corporation shall be a President, who shall be a Director, a Secretary and a Treasurer, and such other officers, agents and factors as may be deemed necessary. All officers, agents, and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not be also made the Secretary or an Assistant Secretary of this corporation. The initial officers of the corporation shall be as follows:

<u>DIRECTORS</u>	<u>ADDRESS</u>
William Dale Whitice, President	2601 S. Bayshore Dr., Suite 1400 Coconut Grove, Florida 33133
Moona E. Masri, Vice President	2601 S. Bayshore Dr., Suite 1400 Coconut Grove, Florida 33133
Moona E. Masri, Secretary & Treasurer	2601 S. Bayshore Dr., Suite 1400 Coconut Grove, Florida 33133

ARTICLE XII - AMENDMENT

The corporation reserves that right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the persons named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First, that Centronet Marketing, Inc., desiring to organize or qualify under the laws of the State of Florida has named William Dale Whitice located at 2601 S. Bayshore Drive, Suite 1400, Coconut Grove, Florida 33133 as its agent to accept service of process within Florida.

Dated: July 18, 1995



WILLIAM DALE WHITICE, Incorporator

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

Dated: July 18, 1995



WILLIAM DALE WHITICE

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CLERK