

P95000067579

Thenet Digital Services, inc.
100 North Biscayne Blvd.
Suite # 1200
Miami, Florida. 33132

August.14.1995

Secretary of State,
State of Florida,
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida. 32314

Dear Sirs,

200001560642
-08/15/95--01076--014
****122.50 ****122.50

Attached are our Articles of Incorporation for your filling and approval. our check # amounting to us. \$ 122.50


The name was approved, verbally by phone on August.07.1995

Kindly proceed with filling and fedex us the papers by return fed ex.

Thanking you in anticipation, we remain.

FILED
95 AUG 31 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely Yours,



Ron Vigdor.

W917 143811
11/25/91
11/25/91



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 17, 1995

RON VIGDOR
1000 NORTH BISCAYNE BLVD
SUITE 1200
MIAMI, FL 33132

SUBJECT: THENET DIGITAL SERVICES, INC.
Ref. Number: W95000016591

We have received your document for THENET DIGITAL SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 595A00038588

ARTICLES OF INCORPORATION

OF

THENET DIGITAL SERVICES, INC.

FILED
95 AUG 31 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:- Thenet Digital Services, Inc.
100 N. BISCAYNE BLVD., SUITE 1200
MIAMI, FLORIDA 33132

ARTICLE II - DURATION

The duration of this corporation shall be perpetual

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares at one dollar & no cents (\$ 1.00) per value, all of which are the same class, and are to be common shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his prorata share of any new stock of this corporation at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is:
100 North Biscayne Blvd.
suite 1200
Miami, Florida. 33132

Resident Agent is,

Ron Vigdor.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one.

The names and addresses of the initial directors are:-

Name	Address
Ron Vigdor	13641 Deering Bay Drive, # 118, Miami, Florida. 33158
Ziad M Samad	2200 Brickell Avenue, # 2, Miami, Florida. 33129
Zeev Vigdor	11821 South West 57th Court, Miami, Florida. 33156

ARTICLE VIII - INCORPORATOR

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

Ron Vigdor 13641 Deering Bay Drive, # 118, Miami, Florida. 33158

ARTICLE IX - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors, or the Share-Holders, but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders, if the Shareholders specifically provide such By-Laws not subject to amendment or repeal by Directors.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholders of this Corporation to any plan or merger shall be required in every case, whether or not such approval is required in the By-Laws.

ARTICLE XI - MANAGEMENT OF CORPORATION

All Corporate powers shall be exercised by or under the authority of and the business and affairs of this Corporation shall be managed under the direction of the Shareholders of this Corporation.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XIV - DIRECTOR'S COMPENSATION

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of this Corporation.

ARTICLE XV - ASSETS

The Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act, except that this Corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets with-out prior Shareholders' approval

ARTICLE XVI - PREFERENCE, LIMITATIONS, AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Dividends.

The holders of record of the Common Shares of this Corporation shall be entitled to dividends at such times as the Corporation is authorized to pay dividends.

Section 2. Rights Upon Liquidation or dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, the holders of record of the outstanding Common Shares shall be paid the remaining assets of the Corporation ratably.

Section 3. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposed shall be vested exclusively in the holders of the outstanding Common Shares.

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100 HAN STREET
TALLAHASSEE, FL 32301
800-342-8086



PRINTING AND
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 053121 7108156
AUTHORIZATION :
COST LIMIT : \$ 87.50

RECEIVED
55 AUG 14 PM 12:22
DIVISION OF CORPORATIO

Patricia Kuyuts

ORDER DATE : August 14, 1996
ORDER TIME : 10:42 AM
ORDER NO. : 053121
CUSTOMER NO: 7108156
CUSTOMER: Bruce E. Lazar, Esq
Lazar & Associates
Suite M
2901 Collins Avenue
Miami Beach, FL 33140

DOMESTIC AMENDMENT FILING

NAME: THENET DIGITAL SERVICES, INC.

EFFECTIVE DATE:

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

55 AUG 14 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
[Handwritten initials]

ARTICLES OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THENET DIGITAL SERVICES, INC

SEP 14 11 28 23
STATE OF FLORIDA
CORPORATION

1. The name of the Corporation is THENET DIGITAL SERVICES, INC., a Florida corporation.
2. Article IV of the Articles of incorporation of THENET DIGITAL SERVICES, INC., shall be and hereby is amended in its entirety as follows:

"The total authorized capital stock of the Corporation shall be thirty-one million (31,000,000) shares of stock and shall consist of the following classes of stock:

- (1) Thirty million (30,000,000) shares of common stock (the "Common Stock) with a par value of \$.001 per share, and
- (2) One million (1,000,000) shares of preferred stock, (the "Preferred Stock") \$.001 par value;

Each class of stock in the Corporation shall constitute a single class

The designations, preferences, privileges, voting powers and restrictions, limitations and qualifications of the classes of stock which the Corporation is authorized to issue are as follows:

- i) Except as herein specifically provided and except as otherwise expressly provided by the laws of the State of Florida, or by any resolution of the Board of Directors of the Corporation adopted as hereinafter provided, the holders of the Preferred Stock shall possess no voting power and shall not have the right to participate in any meetings of the shareholders or to have notice thereof, and the holders of the Common Stock shall exclusively possess the voting power of the Corporation. The holders of the outstanding Common Stock of the Corporation shall be entitled to

cast one (1) vote per share held by them at all meetings of the shareholders of the Corporation

- ii) The Board of Directors may except as otherwise provided herein, by resolution from time to time classify or reclassify and issue in one or more series any unissued shares of Preferred Stock and may fix or alter in one or more respects, from time to time before issuance or reissuance of such shares, the number and designation of any series or classification, liquidation and dividend rights, preference rights, voting rights, redemption rights, conversion rights, and any other rights, restrictions and qualifications of and the terms of any purchase, retirement, or sinking fund which may be provided for the shares of Preferred Stock

Upon the effectiveness of the amendments contained in these Articles of Amendment (the "Effective Date"), each old share of Common Stock of the Corporation issued and outstanding at the close of business on the Effective Date shall be reclassified, changed and converted into one hundred thousand (100,000) new shares of Common Stock of the Corporation without change in the aggregate amount of capital represented by the issued and outstanding shares of Common Stock

- 3 This amendment was adopted on May 31, 1996, which shall be deemed the "Effective Date"
- 4 This amendment was unanimously approved by the shareholders of the corporation by way of written consent by which the holders of 100 shares of the 100 outstanding shares of Common Stock approved the adoption of the amendment, which is sufficient for approval.

In witness wherefore the undersigned has executed these Articles of Amendment this 1 day of June, 1996

THENET DIGITAL SERVICES, INC

By _____
Ron Vigdor, President