

P95000068718

TRANSMITTAL LETTER

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

SUBJECT: NET CAFE CORPORATION

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of 70.00 for FILING FEE, REGISTERED AGENT .

WILLIAM L PLATTER
499 E PALMETTO PARK RD SUITE 227
BOCA RATON, FL 33432

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ARTICLES OF INCORPORATION
OF
NET CAFE CORPORATION

ARTICLE I - CORPORATE NAME

The name of the Corporation shall be:

NET CAFE CORPORATION

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed and until dissolved according to Florida law.

ARTICLE III - PURPOSE

This Corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated "Common Stock".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent Office of the Corporation shall be:

WILLIAM L PLATTER
499 E PALMETTO PARK RD SUITE 227
BOCA RATON, FL 33432

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is

LESLIE B HERZ
499 E PALMETTO PARK RD SUITE 221
BOCA RATON, FL 33432

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

LESLIE B HERZ
499 E PALMETTO PARK RD SUITE 221
BOCA RATON, FL 33432

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE XI - INDEMNIFICATION

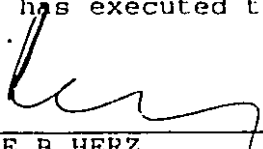
This Corporation shall indemnify any Officer of Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this August 28, 1995.



LESLIE B HERZ

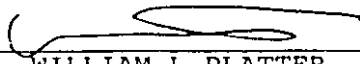
CERTIFICATE OF ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFIED REGISTERED AGENT
OF
NET CAFE CORPORATION

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation
at: 499 E PALMETTO PARK RD SUITE 227
BOCA RATON, FL 33432
has named: WILLIAM L PLATTER
located at the aforesaid address, as its Registered Agent to accept services of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


WILLIAM L PLATTER

P95000068718

SWISS CONSULTING

SWISS FINANCIAL NETWORK, INC.

499 E. Palmetto Park Rd., Suite 221
Boca Raton, FL 33432

4100001 775694

04 10 1996 11 084 0013

*****35.00 *****35.00

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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96 APR 10 PM 2:13
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend & N/A

APR 10 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

NET CAFE CORPORATION
499 F PALMETTO PARK ROAD SUITE 221
BOCA RATON, FLORIDA 33432

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

RESOLVED that ARTICLE I of the Articles of Incorporation be amended to reflect the name change from NET CAFE CORPORATION to POWER BUSINESS SOLUTIONS, INC.

RESOLVED that ARTICLE VI of the Articles of Incorporation be amended to reflect that there shall now be 2 (two) Directors. The names and addresses of the Directors shall be:

Leslie B Herz
7287 Via Palomar
Boca Raton, FL 33433
and
Norman Matus
3198 NW 56 St
Boca Raton, FL 33496

SECOND: N/A

THIRD: The date of this amendment's adoption: March 29, 1996

FOURTH: This amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 29th day of March, 1996.

Signature: _____

Leslie B Herz, Chairman of the Board of Directors