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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: INTER_NET CDT CORP.
AUDIT NUMBER.....H96000017017
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
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Handwritten signature and date: 12/5/96, 896-541-548



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ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: INTER_NET CDT CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

7680 REPUBLIC DRIVE # 424 ORLANDO FL 32819

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

7680 REPUBLIC DR # 424 ORLANDO FL 32819

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

ZJYMAALII O. LEE

PREPARED BY:
ETYANE BECHTINGER
B & L BUSINESS LEGAL, INC.
141 N. E. 3rd AVE. 9TH FLOOR
MIAMI, FL. 33132 (305)373-6211

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

ZJYMAALII O. LEE
2428 LAKE VISTA CT # 114 CASTELBERRY FL

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

ZJYMAALII O. LEE
2428 LAKE VISTA CT # 114 CASTELBERRY FL

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICERS OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

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 DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 22 DAY OF NOV OF 1996.

Incorporator

H96000017017

141 N.E. 3rd Avenue - Suite 206 - Miami, Florida 33132 - Tel: (305) 372-0211 Fax: (305) 371-1207 - E-mail: Interact.102502.1224@compuserve.com



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CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT INTER NET CDT CORP. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF STATE OF FLORIDA HAS APPOINTED:

ZJYMAALII O. LEE

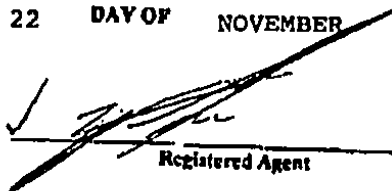
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF: INTER NET CDT CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 22 DAY OF NOVEMBER, 1996.


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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141 N.E. 3rd Avenue - Suite 206 - Miami, Florida 33132 - Tel. (305) 373 6211 Fax: (305) 373 7207 - E-mail: Internat11025321224@compuserve.com

STATE OF FLORIDA)
)
COUNTY OF DADE)

H96000017017

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

ZJYMAALII O. LEE

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 22 DAY OF NOVEMBER, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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