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9012 Paragon Way
Boynton Beach, FL 33437
Voice/Fax: (561) 734-4505
http://www.networksrus.com

May 22, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-05/27/97--01087--008
****122.50 ****122.50

RE: NETWORKS R US, INC.
Filing New Corporation

Gentlemen:

Please find enclosed two (2), original "Articles of Incorporation of NETWORKS R US, INC." as well as our check in the sum of \$122.50 which represents the State filing fee.

Please stamp the second original "Articles" and forward to the undersigned along with your letter providing confirmation of the filing date and assigned document number.

Please call collect should you have any questions or require additional information. Thank you for your assistance.

Sincerely,

Elaine S. Holley
ELAINE S. HOLLEY
President

ESH/db

Enclosures

(d)

Joe 5/29

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 AM 11:03

**ARTICLES OF INCORPORATION
OF
NETWORKS R US, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 AM 11:03

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: **NETWORKS R US, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: 9012 Paragon Way, Boynton Beach, Florida 33437.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of One (\$1.00) Dollar per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: **ELAINE S. HOLLEY, 9012 Paragon Way, Boynton Beach, Florida 33437.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator to these Articles of

Incorporation is: D & E SYSTEMS, INC., 9012 Paragon Way, Boynton Beach, Florida 33437.

ARTICLE VI: OFFICERS/DIRECTORS

The name and address of each officer and director of the corporation is:

P/S/T/D Elaine S. Holley
9012 Paragon Way, Boynton Beach, Florida 33437

ARTICLE VII: SPECIAL PROVISION

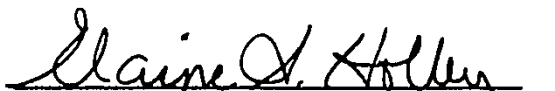
It is the intent of the incorporator and director that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Subchapter S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

THE UNDERSIGNED has executed these Articles of Incorporation this 22nd day of May, 1997.

D & E SYSTEMS, INC.


ELAINE S. HOLLEY President
Incorporator

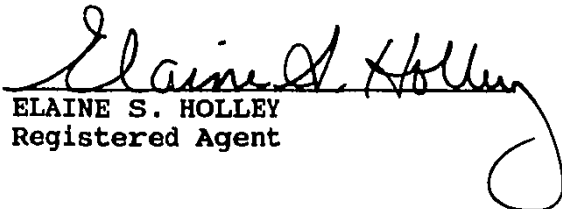
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 AM 11:03

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the corporation is: **NETWORKS R US, INC.**
2. The name and address of the Registered Agent and office is:
ELAINE S. HOLLEY, 9012 Paragon Way, Boynton Beach, FL 33437.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ELAINE S. HOLLEY
Registered Agent