

Charter Number Only

514795
Wilen, Barry Alan
4601 Sheridan St. #208
Hollywood FL 33021
City State ZIP Phone

VALIDATION ONLY

P98000044064

954) 966-6011

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-05/15/98-01012-024
***122.50 ***122.50

CORPORATION(S) NAME

Netcenter Resources Southeast, Inc.

FILED
98 MAY 15 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

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Examiner	
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Verifier	5/15
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RECEIVED
98 MAY 15 AM 10:09
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
NetCenter Resources Southeast, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is NetCenter Resources Southeast,
Inc.

ARTICLE II - ADDRESS

The initial principal place of business is 9075 SW 87th
Avenue, Suite 402, Miami, Florida 33176.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of providing
personnel, technical and financial products and services from a
centralized "hub" to remote offices involved in a restaurant
delivery and marketing business and for any other purpose or
activity permitted under the laws of the United States and under
the laws of the State of Florida and for the purpose of transacting
any and all lawful business for which corporations may be
incorporated under Chapter 607 of the Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue two hundred thousand (200,000) shares of One cent (\$0.01) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is Gus Tobon.

ARTICLE VII - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 9075 SW 87th Avenue, Suite 402, Miami, Florida 33176.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of director(s) may be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and address of the initial director(s) of this corporation are:

Gus Tobon
13873 SW 102nd Terrace
Miami, Florida 33186

George DeHaven
3440 Sojourn, Suite 280
Carrollton, Texas 75006

ARTICLE IX - INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation are:

Gus Tobon
13873 SW 102 Terrace
Miami, Florida 33186

George DeHaven
3440 Sojourn, Suite 280
Carrollton, Texas 75006

ARTICLE X - BY-LAWS

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

ARTICLE XI- APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the Shareholders of the Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

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 - PREFERENCES, LIMITATIONS AND

RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. The holders of records 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. Right 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 from the remaining assets of this 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 purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XIV - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments thereto, and any rights conferred upon the shareholders is subject to this reservation.

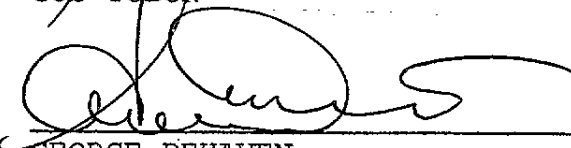
ARTICLE XV - DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of April, 1998.



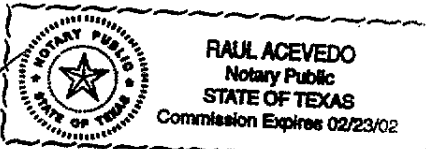
GUS TOBON



GEORGE DEHAVEN

STATE OF FLORIDA
COUNTY OF BROWARD

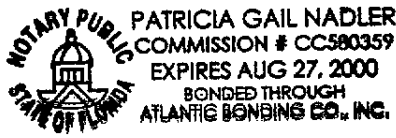


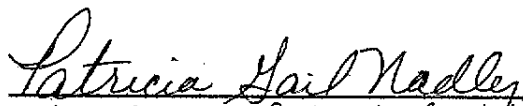


4-16-98

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared GUS TOBON known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 1 day of April, 1998.





Printed Name: PATRICIA GAIL NADLER
Notary Public, State of Florida
Commission No.: _____

My Commission Expires:

STATE OF TEXAS
COUNTY OF

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared GEORGE DEHAVEN known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 16 day of April, 1998.



Raul Acevedo
Printed Name: RAUL ACEVEDO
Notary Public, State of Texas
Commission No.: _____

My Commission Expires: 2-23-03

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for the above named corporation, hereby consents to said appointment and agrees to serve as same for said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1 day of April, 1998.

Gus Tobon
GUS TOBON

Prepared by:
BARRY ALAN WILEN, ESQ.
4601 Sheridan Street, Suite 208
Hollywood, Florida 33021
(954) 966-0011

FILED
98 MAY 15 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA