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ACCOUNT NO. : 072100000032

REFERENCE : 816011 4301772

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -1 AM 4:23

ORDER DATE : August 30, 2000

ORDER TIME : 10:06 AM

ORDER NO. : 816011-005

CUSTOMER NO: 4301772

CUSTOMER: Mr. Gerard Rath
Pavia & Harcourt
600 Madison Avenue
12th Floor
New York, NY 10022

000003380250--5.

FOREIGN FILINGS

NAME: I-NETWORK USA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

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DIVISION OF CORPORATIONS
TALLAHASSEE
10/1/00
NKH

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

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1. I-NETWORK USA, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 24, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A, Upon qualification.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Pavia & Harcourt, 600 Madison Avenue, 12th Floor
New York, NY 10022
(Current mailing address)
Own and operate Internet related services.
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: Laura R. Dunlap
(Registered agent's signature)

Laura R. Dunlap
as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Joshua Novick

Address: c/o Pavia & Harcourt, 600 Madison Avenue, 12th Floor
New York, NY 10022

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Joshua Novick

Address: c/o Pavia & Harcourt, 600 Madison Avenue, 12th Floor
New York, NY 10022

Vice President: _____

Address: _____

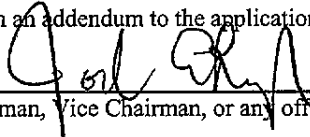
Secretary: Jordan E. Ringel

Address: c/o Pavia & Harcourt, 600 Madison Avenue, 12th Floor
New York, NY 10022

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

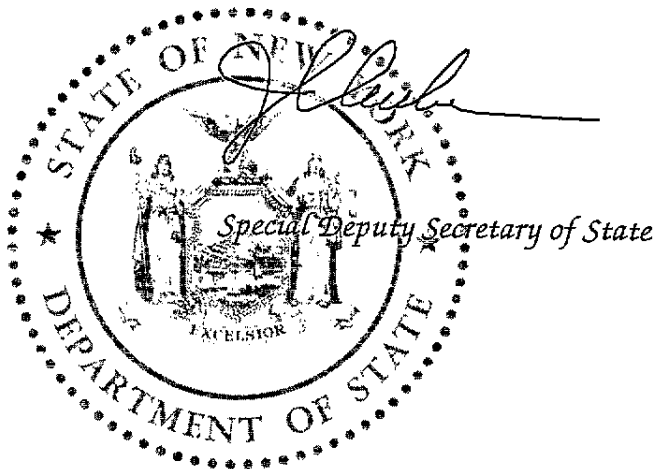
14. Jordan E. Ringel, Secretary
(Typed or printed name and capacity of person signing application)

State of New York
Department of State } **ss:**

I hereby certify, that the Certificate of Incorporation of I-NETWORK USA, INC. was filed on 08/24/2000, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 29th day of August
two thousand.*

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