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RICHARD S. WEINSTEIN*
OF COUNSEL

*MEMBER FLORIDA
AND NEW YORK BARS

June 18, 1998

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*****70.00 *****70.00

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


Re: Broward Networking Alliance, Inc.

Dear Sir/Madam:

Enclosed herewith for filing as a corporation not for profit are the Articles of Incorporation of Broward Networking Alliance, Inc. A check in the amount of \$70.00 is also enclosed.

Please stamp and return the duplicate copy furnished herewith.

Sincerely,


Richard S. Weinstein

98 JUN 22 PM 2:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-23-98

ARTICLES OF INCORPORATION
OF
BROWARD NETWORKING ALLIANCE, INC.

A Corporation Not for Profit

FILED
98 JUN 22 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is

BROWARD NETWORKING ALLIANCE, INC.

ARTICLE II - ADDRESS

The street address of the initial principal office of the corporation is

c/o Richard S. Weinstein
One Biscayne Tower, Suite 3100
2 So. Biscayne Boulevard
Miami, Florida 33131

ARTICLE III - PURPOSE

The general nature and purpose of this corporation for which it is formed is to serve its members as a business networking association.

ARTICLE IV - ELECTION OF DIRECTORS

The method and manner for the election or appointment of Directors of the corporation shall be as set forth in the bylaws of the corporation.

ARTICLE V - REGISTERED AGENT

The name and address of the corporation's initial registered agent is

Richard S. Weinstein
One Biscayne Tower, Suite 3100
2 So. Biscayne Boulevard
Miami, Florida 33131

ARTICLE VI - TERMINATION OF MEMBERSHIP

Membership in the corporation may be terminated for non-payment of dues or assessments, for excessive absences, or for unprofessional conduct, according to the criteria and procedures set forth in the bylaws.

ARTICLE VII - DISTRIBUTION AFTER DISSOLUTION

Upon the dissolution of the corporation or upon partial or final liquidation of the corporation, assets shall be distributed to any Florida corporation not for profit or any entity qualified under 26 U.S.C. § 501(c)(3) wherever situated.

ARTICLE VIII - INITIAL MEMBERS

The initial members of the corporation shall consist of the class of persons who were active members in good standing of the Sawgrass Chapter of the Leads Club on June 1, 1998.

ARTICLE IX - MEMBERSHIP NON-TRANSFERABLE

Membership in the corporation is non-transferable.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended at a meeting of the membership called for that purpose, by a majority vote of those members present.

The undersigned has executed these Articles of Incorporation this 17th day of June, 1998.

A handwritten signature in dark ink, appearing to read 'Richard S. Weinstein', is written over a horizontal line.

Richard S. Weinstein
Incorporator

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

Pursuant to the provisions of section 617.0501, *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
BROWARD NETWORKING ALLIANCE, INC.

2. The name and address of the registered agent/registered office is

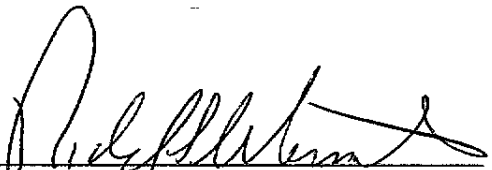
Richard S. Weinstein
Suite 3100, One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 22 PM 2:16

FILED

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.


Richard S. Weinstein