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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

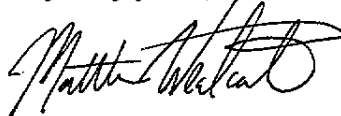
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**Re: Articles of Incorporation
Walnet, Inc.
Our File #769-37**

Dear Sir/Madam:

Enclosed please find and original and one copy of Articles of Incorporation. Please file the original with the Secretary of State and return a certified copy reflecting the date of filing as well as a certificate of status to this office in the envelope provided for that purpose. The necessary filing fee of \$87.50 is enclosed.

Very truly yours,


Matthew B. Wealcatch

MBw/w/269

FILED
00 JAN 20 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JAN 27 2000

ARTICLES OF INCORPORATION OF
WALNET, INC.

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be:

WALNET, INC.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

I. Barry Blaxberg, Esq.
Blaxberg & Grayson, P.A.
25 Southeast Second Avenue
Suite 730
Miami, Florida 33131

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be:

1428 Brickell Avenue, Suite 105
Miami, Florida 33131

FILED
00 JAN 20 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Ernest Halpryn	1428 Brickell Avenue, Suite 105 Miami, Florida 33131

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

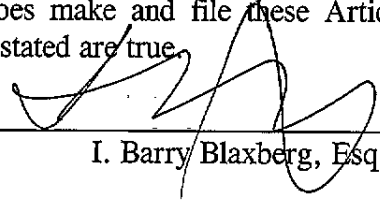
ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

<u>Incorporator</u>	<u>Address</u>
I. Barry Blaxberg, Esq.	Blaxberg & Grayson, P.A. 25 S.E. 2 nd Avenue, Suite 730 Miami, Florida 33131

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



I. Barry Blaxberg, Esq.

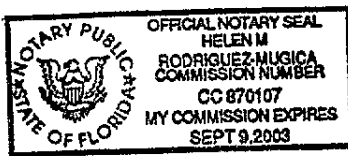
STATE OF FLORIDA

:
: SS

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, appeared I. Barry Blaxberg, Esq., who is personally known to me or who has produced _____ as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 18th day of January, 2000.



Helen M. Rodriguez-Mugica
NOTARY PUBLIC, State of Florida

Print Name: Helen M. Rodriguez-Mugica
My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

I. Barry Blaxberg

I. Barry Blaxberg, Esq., Registered Agent

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FILED
00 JAN 20 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA