P00000027723

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 626966 11645A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 78.75

ORDER DATE : March 16, 2000

ORDER TIME : 12:49 PM

ORDER NO. : 626966-005

600003174886--0

CUSTOMER NO: 11645A

CUSTOMER: Ms. Joanne Lerner
LAW OFFICES OF ALLAN M.
LAW OFFICES OF ALLAN M.
2888 East Oakland Park Blvd.

Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: MERGENET SOLUTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 17 PM 4:01

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED
00 MAR 17 PM 3:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 17 PM 4:01

ARTICLES OF INCORPORATION

OF

MERGENET SOLUTIONS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MERGENET SOLUTIONS, INC.

The address of the principal office of this corporation shall be 23257 State Road Seven, Suite 207, Boca Raton, Florida 33428, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock having $.0001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2888 East Oakland Park Boulevard Fort Lauderdale, Florida 33306, and the name of the initial registered agent of the corporation at that address is Alan M. Lerner.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresse of the initial officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

Bruce Sher Pres.	23257 State Road Seven, Suite 207 Boca Raton, Florida 33428

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 17, 2000.

CORPORATION SERVICE COMPANY

By: Judith S. Blancett
Its Agent, Judith S. Blancett

crl

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 17 PM 4: 01

ACCEPTANCE OF REGISTERED AGENT

DESIGNATED IN THE ARTICLES OF INCORPORATION

Allan M. Lerner, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

MERGENET SOLUTIONS, INC.

Allan M. Lerner is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Allan M. Lerner

Typed Name: Allan M. Lerner