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LAW OFFICE OF
MARC S. STEINBERG, P.A.

1980 N. Atlantic Avenue
Suite 405
Cocoa Beach, Florida 32931
(321) 784-4500
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Also Admitted in New Jersey

March 29, 2000

FILED
00 APR -3 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

100003193551--2
-04/03/00--01098--012
*****122.50 *****78.75

Re: Network Marketplace, Inc./Articles of Incorporation

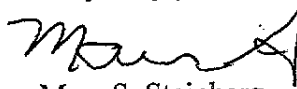
Dear Sir/Madam:

Enclosed for filing please find the following:

1. Articles of Incorporation;
2. Certificate of Designation of Registered Agent/Registered Office; and
3. Check in the amount of \$122.50, payable to the Florida Secretary of State, for the filing fees.

After the documents have been filed, please forward your certificate to the undersigned.

Very truly yours,


Marc S. Steinberg

MSS:jmr
Enclosures
cc: Sally Phillips
(with enclosures)

Q.C.
11-6-00

ARTICLES OF INCORPORATION
OF
NETWORK MARKETPLACE, INC.

FILED
00 APR -3 PM 1:58
STATE OF FLORIDA
TALLAHASSEE

ARTICLE I

The name of the corporation is Network Marketplace, Inc.,

ARTICLE II

This corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

This corporation may engage in or transact 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 IV

This corporation is authorized to issue 100 shares of \$1.00 par value common stock. The initial issue of the capital stock of the corporation shall be 100 shares for cash at a value of \$1.00 per share.

ARTICLE V

The street address of the principal office of this corporation shall be 80 South Orlando Avenue, Cocoa Beach, FL. 32931,

and the mailing address of this Corporation shall be 80 South Orlando Avenue, Cocoa Beach, FL. 32931.

ARTICLE VI

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Sally Sue Phillips, 80 South Orlando, Cocoa Beach, FL. 32931

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII

The names and addresses of the initial director of this corporation, who shall serve as director until the first annual meeting of shareholder(s), or until their successors shall have been elected and qualified, are as follows:

Sally Sue Phillips, 80 South Orlando Avenue, Cocoa Beach, FL. 32931

ARTICLE IX

The name and address of the person signing these Articles of

Incorporation as the incorporator is:

Sally Sue Phillips, 80 South Orlando Avenue, Cocoa Beach, FL.
32931

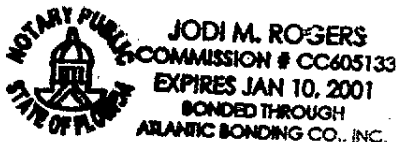
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Brevard County, Florida, on this 27th day of March, 2000.

Sally Sue Phillips
SALLY SUE PHILLIPS, Incorporator

STATE OF FLORIDA:
COUNTY OF BREVARD:

The foregoing instrument was acknowledged before me this 27th day of March, 2000, by SALLY SUE PHILLIPS, who is () personally known to me or (X) who has produced FLDL# P412 79745 6020 as identification.

Jodi M. Rogers
Notary Public, State of Florida
at Large
Print Name: Jodi m. Rogers
Commission No. CC 605133
My Commission Expires: 1/10/2001
(Seal)



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED 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: **NETWORK MARKETPLACE, INC.**
2. The name and address of the registered agent and office is:

SALLY SUE PHILLIPS
80 South Orlando Avenue
Cocoa Beach, Florida 32931

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.

Sally Sue Phillips
SALLY SUE PHILLIPS

March 27th, 2000
Date

STATE OF FLORIDA:
COUNTY OF BREVARD:

The foregoing instrument was acknowledged before me this 27th day of March, 2000, by SALLY SUE PHILLIPS, who is () personally known to me or (X) who has produced FLDL# P412 797 45 602-0 as identification.

Jodi M. Rogers
Notary Public, State of Florida
at Large
Print Name: Jodi M. Rogers
Commission No. CC605133
My Commission Expires: 11/10/2001
(Seal)

