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IRWIN BERNSTEIN  
3668 MYKONOS COURT  
BOCA RATON, FL 33487  
561-995-6705

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-04/17/00--01085--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

February 28, 2000

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

Re: Incorporation of AGENET 456 GLOBAL COLLABORATION CORP.

Gentlemen:

Enclosed please find Articles of Incorporation together with appropriate filing fee of \$70.00, payable to the "Secretary of State"

After filing, kindly acknowledge receipt.

Very truly yours,

*Irwin Bernstein*

IRWIN BERNSTEIN  
enc. check \$70.

FILED  
00 APR 17 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is - AGENET 456 GLOBAL COLLABORATION CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1000 ) shares of One Cent (\$01.) par value common stock which shall be designated as "common shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE

The corporation's Principal Office and it's mailing address is:

3668 MYKONOS COURT  
BOCA RATON, FL 33487

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

3668 MYKONOS COURT  
BOCA RATON, FL 33487

and the name of the initial registered agent of this corporation at that address is:

IRWIN BERNSTEIN

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five Directors. The name and addresses of the initial Board of Directors of the corporation is:

IRWIN BERNSTEIN  
3668 MYKONOS COURT  
BOCA RATON, FL 33487

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles:

IRWIN BERNSTEIN  
3668 MYKONOS COURT  
BOCA RATON, FL 33487

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the \_\_\_\_ day of \_\_\_\_\_, 2000, as the incorporating person as well as the Registered Agent and in such capacity as the Registered Agent accepts such designation, stating "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation" and has set his hand and seal the said 17 day of March, 2000.

 (L.S.)  
IRWIN BERNSTEIN  
INCORPORATOR/REGISTERED AGENT

ANNIE CHENG  
Notary Public State of Florida  
No CC 749768  
Commission Expires June 9, 2002

STATE OF FLORIDA

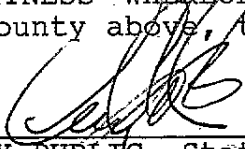
)  
SS:

COUNTY OF PALM BEACH

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BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared IRWIN BERNSTEIN, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose expressed therein, at the same time accepting the designation as Registered Agent of the said corporation.

IN WITNESS WHEREOF, I have set my hand and Seal in the State and County above, this 17th day of MARCH, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission expires:

ANNIE CHENG  
Notary Public State of Florida  
No CC 749768  
Commission Expires June 9, 2002