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RAMON TOURGEMAN  
ATTORNEY AND COUNSELOR AT LAW  
P.O. BOX 800-111  
AVENTURA, FLORIDA 33280

Telephone Number (305) 792-0088  
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May 8, 2000

Florida Division of Corporations  
Dept. of State  
Overnight Mail  
409 E. Gaines Street  
Tallahassee, Florida 32301

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-05/10/00--01056--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

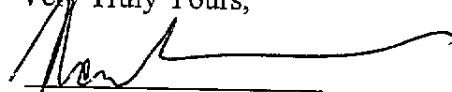
Re: Filing of enclosed Articles of Incorporation for NetSilver.com, Inc.

Dear Filings Section,

Enclosed please find the original and one copy of the Articles of Incorporation for NetSilver.com, Inc., a check for payment of the filing fee, designation of resident agent, and one certified copy in the amount of seventy-eight (\$78.75) dollars and seventy five cents, and a self addressed return envelope. Please return to me the enclosed copy of the Articles together with the certificate of filing in the self-addressed return envelope.

Thank you.

Very Truly Yours,



Ramon Tourgeman, Esq.

FILED  
00 MAY 10 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
5-12-00  
11

ARTICLES OF INCORPORATION  
OF  
NetSilver.com, Inc.

FILED  
00 MAY 10 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby associate together for the purpose of forming a corporation under the Laws of the State of Florida and pursuant to the provisions of the Statutes of Florida providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE ONE

This corporation is organized and incorporated pursuant to Chapter 607 of the Florida Statutes.

ARTICLE TWO

The name of this corporation is NetSilver.com, Inc.

ARTICLE THREE

The principal office, business, and mailing address of the corporation shall be located at Seyboldt Building, 36 N.E. 1<sup>st</sup> Street, Suite 145  
Miami, Florida 33132

ARTICLE FOUR

This corporation shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State for the State of Florida, and the duration of its existence is perpetual.

ARTICLE FIVE

This corporation is organized for the purpose of conducting any business for profit that is permitted to be conducted in the State of Florida.

ARTICLE SIX

The total number of shares of stock that the corporation shall have the authority to issue is ten thousand (10,000) with a par value of one dollar per share.

The corporation is not authorized to issue any shares of stock other than common voting stock.

The shares of stock may be purchased with property, labor, services, stock in another corporation, or U.S. currency, provided that it is purchased at a just valuation as fixed by a minimum of two thirds of the Directors at an appropriately held meeting.

All Stock is to be issued as fully paid and exempt from all assessments.

ARTICLE SEVEN

The name and Street address of the registered Agent for this corporation is: Ramon Tourgeman

2091 NE 206 Street  
Miami, Florida 33179

ARTICLE EIGHT

The names and address of the persons forming this corporation is: Ramon Tourgeman

2091 N.E. 206 Street  
Miami, Florida 33179

ARTICLE NINE

The power to adopt, repeal, alter, or amend these Articles and the by-laws, shall be held by the shareholders and Directors pursuant to the voting procedures and requirements set forth in the Bylaws of the corporation.

ARTICLE TEN

All Notices of Meetings of shareholders or Directors shall be prepared and delivered in strict compliance with the pertinent provisions set forth in Sections 607.0705 and 607.0141 of the Florida Statutes, and all Notices of Meetings shall include a description of the purpose or purposes for which the meeting is called.

ARTICLE ELEVEN

The corporation shall indemnify and hold harmless any officer or director to the full extent permitted by law.

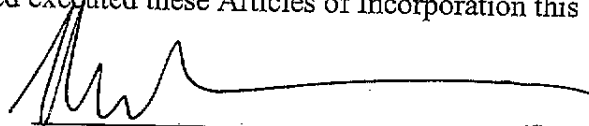
ARTICLE TWELVE

All actions submitted for shareholder approval shall require a majority of the votes at a meeting at which a quorum is present. A quorum of shareholders shall consist of shareholders present at a meeting who combined hold at least a simple majority of the outstanding shares.

ARTICLE THIRTEEN

This corporation reserves the right to amend or repeal these Articles.

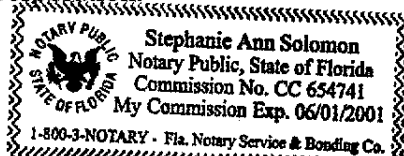
IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this  
8 day of May 2000.



Ramon Tourgeman, Incorporator

STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day before me, a Notary Public Officer duly authorized to take oaths and acknowledgments in the aforesaid County and State, personally appeared Ramon Tourgeman, who is known to me personally to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the foregoing Articles of Incorporation.



*Stephanie Solomon*  
Notary Public

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, Ramon Tourgeman, having been named Resident Agent to accept service of process for the previously mentioned corporation at the location designated in the foregoing Articles of Incorporation, hereby accept this position and designation, and I agree to comply with all pertinent statutory provisions relating to the proper and complete performance of my duties as Registered Agent.

*Ramon Tourgeman*

Ramon Tourgeman  
2091 NE 206 Street  
Miami, Florida 33179  
Tel. (305) 792-0088

FILED  
00 MAY 10 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA