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OFFICES
JOSHUA S. GALITZER
PROFESSIONAL ASSOCIATION
17101 N.E. 6TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33162
TELEPHONE: (305) 653-3535
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JOSHUA S. GALITZER
ADMITTED TO PRACTICE
IN FLORIDA AND NEW YORK

FILED
00 NOV -1 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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October 27, 2000

Charter Section
Secretary of State
State of Florida
The Capitol
Tallahassee, Florida 32304

RE: Articles of Incorporation
INTERNETWORKING ENTERPRISES, INC.

Gentlemen:

We are enclosing for filing an original and a copy of the Articles of Incorporation for the above-named corporation.

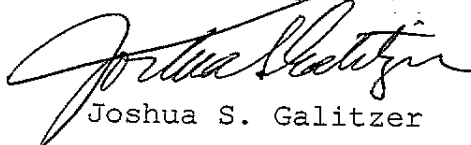
If everything is in order, please cause the original of the Articles of Incorporation to be duly filed and please furnish me with a receipted copy thereof.

Also enclosed is our check in the amount of \$70.00 to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Total	\$ 70.00

Thank you for your cooperation...

Very truly yours,


Joshua S. Galitzer

JSG/ld
Encs.

98.2

ARTICLES OF INCORPORATION
OF
INTERNETWORKING ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, for the purpose for forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

INTERNETWORKING ENTERPRISES, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The corporation shall be engaged in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be common shares with par value of \$1.00 per share. There shall be no cumulative voting.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any

unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED OFFICE

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

c/o JOSHUA S. GALITZER
17101 N.E. 6th Avenue
North Miami Beach, Florida 33162

and the name of the initial registered agent at such address is:

JOSHUA S. GALITZER.

ARTICLE VII - PRINCIPAL OFFICE

The initial street address of the principal office of the corporation in the State of Florida is:

C/O JOSHUA S. GALITZER
17101 N.E. 6TH AVENUE
North Miami Beach, Florida 33162

The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VIII - DIRECTORS

8.01 The corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

8.02 The names and addresses of the members of the first Board of Directors are:

Nicolson Jean-Francois
100 N.E. 165th Street
Miami, FL 33162

Yvonne Alexander
P.O. Box 200125
Jamaica, NY 11420

Erold Jean-Francois
20 Ellen Road
Brockton, MA 02302

Joel Charles
20 Ellen Road
Brockton, MA 02302

The above directors of the corporation shall serve until their successors are elected and qualified to serve, pursuant to the corporation's bylaws.

ARTICLE IX - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Nicolson Jean-Francois	100 N.E. 165th Street Miami, FL 33162

IN WITNESS WHEREOF, the undersigned has set his signature and seal as a subscriber of INTERNETWORKING ENTERPRISES, INC. and has acknowledged and filed in the office of the Department of the State of Florida these Articles of Incorporation, this 27th day

of October, 2000.

Nicolson Jean-Francois
Nicolson Jean-Francois

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Nicolson Jean-Francois, known to me to be the person described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed the same, that I relied upon the following forms of identification of the above-named person: NYS LEARNER PERMIT and that an oath ~~was~~/was not taken.

Witness my hand and official seal in the county and state last aforesaid this 17th day of October, 2000.

Joshua S. Galitzer
Notary Signature
Joshua S. Galitzer
Printed Notary Name
Notary Public, State of Florida
My Commission Expires:



Joshua S. Galitzer
MY COMMISSION # CC850794 EXPIRES
July 12, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

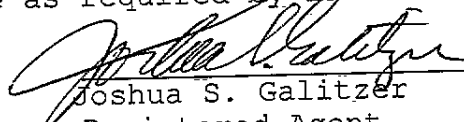
CERTIFICATE OF REGISTERED AGENT
OF
INTERNETWORKING ENTERPRISES. INC

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

INTERNETWORKING ENTERPRISES, INC., a corporation organizing
under the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at the City of North
Miami Beach, Dade County, has named JOSHUA S. GALITZER, located at
17101 N.E. 6th Avenue, City of North Miami Beach, Dade County,
State of Florida, as its registered agent to accept service of
process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to
keep office open during prescribed hours, to post my name in some
conspicuous place in office as required by law.


Joshua S. Galitzer
Registered Agent

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