

Division of Corporations

P00000112373

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000063892 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : MIRKIN & WOOLF, P.A.
Account Number : 105322001737
Phone : (561) 687-4460
Fax Number : (561) 687-3447

FLORIDA PROFIT CORPORATION OR P.A.**Western Networks Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

00 DEC -7 PM 3:02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. McKnight DEC 07 2000

H00000063892 4

ARTICLES OF INCORPORATION
OF
WESTERN NETWORKS INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -7 PM 3:02

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be Western Networks Inc. The principal place of business shall be c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Boulevard, West Palm Beach, Florida 33401.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses 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 Corporation shall be authorized to issue three classes of capital stock to be designated, respectively, "Class A Common Stock," "Class B Common Stock" and "Preferred Stock." Class A Common Stock and Class B Common Stock are hereinafter referred to collectively as "Common Stock." The total number of shares of capital stock which the Corporation shall have authority to issue is one hundred million (100,000,000) shares, four million (4,000,000) of which shall be Class A Common Stock, par value \$.01 per share, ninety five million (95,000,000) of which shall be Class B Common Stock, par value \$.01 per share, and one million (1,000,000) of which shall be Preferred Stock, par value \$.01 per share.

The shares of the Corporation's capital stock shall have the following attributes:

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Woolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
(561) 687-4460
H00000063892 4

H00000063892 4

a. Common Stock

1. Dividends and Distributions. Subject to the preferences applicable to Preferred Stock outstanding at any time, the holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall be entitled to receive such dividends, payable in cash or otherwise, as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor, provided that the holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall be entitled to share equally, on a per share basis, in such dividends, subject to the limitation described below. If dividends or other distributions are declared that are payable in shares of Class A Common Stock or shares of Class B Common Stock, including distributions pursuant to stock subdivisions or combinations of Class A Common Stock or Class B Common Stock which occur after the first date upon which the Corporation has issued shares of both Class A Common Stock and Class B Common Stock, only shares of Class A Common Stock shall be distributed with respect to Class A Common Stock and only shares of Class B Common Stock shall be distributed with respect to Class B Common Stock.

2. Voting Rights. The holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall have the following voting rights:

A. Each share of Class A Common Stock and each share of Class B Common Stock shall entitle the holder thereof to one (1) vote on all matters submitted to a vote of the shareholders of the Corporation.

B. The holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall vote together as a single class on all matters submitted to a vote of shareholders of the Corporation, except as otherwise required by law.

3. Conversion and Exchange of Class A Common Stock.

A. Each share of Class A Common Stock, at the option of its holder, may at any time be converted into one (1) fully paid and nonassessable share of Class B Common Stock. Such right shall be exercised by the surrender of the certificate representing such share of Class A Common Stock to be converted to the Corporation at any time during normal business hours at the prin-

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Woolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
(561) 687-4460
H00000063892 4

H00000063892 4

cipal executive offices of the Corporation or at the office of the Corporation's transfer agent, accompanied by a written notice of the election by the holder thereof to convert and (if so required by the Corporation or the transfer agent) by instruments of transfer, in form satisfactory to the Corporation and to the transfer agent, duly executed by such holder or such holder's duly authorized attorney, and transfer tax stamps or funds therefor, if required pursuant to Section 3(D).

B. As promptly as practicable following the surrender for conversion of a certificate representing shares of Class A Common Stock in the manner provided in Section 3(A) and the payment in cash of any amount required by Section 3(D), the Corporation will deliver or cause to be delivered to or upon the written order of the holder of such certificate, a certificate or certificates representing the number of full shares of Class B Common Stock issuable upon such conversion, issued in such name or names as such holder may direct. In the case of a conversion under Section 3(A), such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the certificate representing shares of Class A Common Stock. Upon the date any conversion under Section 3(A) is made, all rights of the holder of such shares as such holder shall cease, and the person or persons in whose name or names the certificate or certificates representing the shares of Class B Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class B Common Stock; provided, however, that any such surrender and payment on any date when the stock transfer books of the Corporation shall be closed shall constitute the person or persons in whose name or names the certificate or certificates representing shares of Class B Common Stock are to be issued as the record holder or holders thereof for all purposes immediately prior to the close of business on the next succeeding day on which stock transfer books are open.

C. The Corporation covenants that it will at all times reserve and keep available, solely for the purpose of issue upon conversion of the outstanding shares of Class A Common Stock, such number of shares of Class B Common Stock as shall be issuable upon the conversion of all such outstanding shares of Class A Common Stock, provided that nothing contained herein shall be construed to preclude the Corporation from satisfying its obligations in respect of the conversion of the outstanding shares of

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Woolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
(561) 687-4460
H00000063892 4

H00000063892 4

Class A Common Stock by delivery of purchased shares of Class B Common Stock that are held in the treasury of the Corporation. The Corporation covenants that if any shares of Class B Common Stock required to be reserved for purposes of conversion hereunder require registration with or approval of any governmental authority under any federal or state law before such shares of Class B Common Stock may be issued upon conversion, the Corporation will cause such shares to be duly registered or approved, as the case may be. The Corporation will endeavor to list the shares of Class B Common Stock required to be delivered upon conversion prior to such delivery upon each national securities exchange or automated quotation system upon which the outstanding Class B Common Stock is listed at the time of such delivery. The Corporation covenants that all shares of Class B Common Stock that shall be issued upon conversion of the shares of fully paid and nonassessable Class A Common Stock will, upon issue, be fully paid and nonassessable.

D. The issuance of certificates for shares of Class B Common Stock upon conversion of shares of Class A Common Stock shall be made without charge for any stamp or other similar tax in respect of such issuance. However, if any such certificate is to be issued in a name other than that of the holder of the shares of Class A Common Stock converted, then the person or persons requesting the issuance thereof shall pay to the Corporation the amount of any tax that may be payable in respect of any transfer involved in such issuance or shall establish to the satisfaction of the Corporation that such tax has been paid.

4. Liquidation Rights. Subject to the preferences applicable to Preferred Stock outstanding at any time, upon the liquidation, dissolution or winding up of the Corporation, all of the remaining assets of the Corporation to be distributed shall be distributed ratably to the holders of Common Stock in proportion to the amount of such stock owned by each such holder, with the holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock entitled to share equally, on a per share basis, in such distribution. A consolidation or merger of the Corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed to be a liquidation, dissolution or winding up, within the meaning of this Section 4.

5. Redemption. The Common Stock is not redeemable.

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Woolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
(561) 687-4460
H00000063892 4

H00000063892 4

b. Preferred Stock. The Preferred Stock authorized by these Articles of Incorporation may be issued from time to time in one or more series. The Board of Directors is authorized to determine the designation of any such series and to fix the number of shares of any such series. The Board of Directors may determine to alter the rights, preferences, privileges, and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock. The Board of Directors may, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401 and the name of the initial registered agent of the Corporation at that address is Mark H. Mirkin, Esq.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VI. DIRECTORS

The Corporation shall have three (3) directors initially. The names and addresses of the initial members of the Board of Directors are Ian S. Brodie, 1010 Beach Avenue #701, Vancouver, BC Canada V6C 1T7, Brent Jardine, 140 E. 27th Street, North Vancouver, BC Canada V7H 1B4, and Scott Morrice, 13554 Woodcrest Drive, Surrey, BC Canada V4P 1W6.

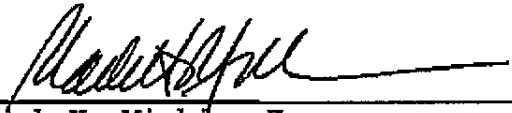
ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Mark H. Mirkin, Esq., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Woolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
(561) 687-4460
H00000063892 4

H00000063892 4

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal this 7th day of December, 2000.



Mark H. Mirkin, Esq.

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Woolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
(561) 687-4460
H00000063892 4

H00000063892 4

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

WESTERN NETWORKS INC., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401, has named MARK H. MIRKIN, ESQ. as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.


Mark H. Mirkin, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CERTIFICATION
00 DEC -7 PM 3:02

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Woolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
(561) 687-4460
H00000063892 4