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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 9, 2001

Dept. of State
Division of Corporate
P.O. Box 6237
Tallahassee, Florida 32314

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*****78.75 *****78.75

Attention: Ms. Rosanne Varnadore

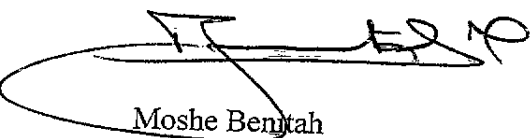
Ref: Incorporation of new company: "AXIALNET" Corporation

Following our telephone conversation of this morning regarding the incorporation of the new company above-mentioned for which a check was sent to the Division of Corporations on January 31st, 2001, please find enclosed the Articles of Incorporation of the said company with one certified copy.

The check for \$78.75 that had been sent to the Division will cover the filing fee and Certificate of Status of the new company. (Enclosed is copy of stub).

Thanking you for your attention.

Sincerely,


Moshe Benitah

AXIALNET CORPORATION
215 GOOLSBY BLVD
DEERFIELD BEACH, FL. 33442

Feb
2/12

(16)

**ARTICLES OF INCORPORATION
OF
AXIALNET CORPORATION**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be **AXIALNET CORPORATION**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
215 Goolsby Blvd, Deerfield Beach, Florida 33442.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV : CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time is 10,000 shares having a par value of \$1.00 per share.

ARTICLE V: INITIAL RESIDENT AND OFFICE AGENT

The street address of the initial resident agent of this corporation is: 3212 NW 88TH Way, Coral Springs, Fl. 33065 and the name of the initial Resident Agent of this corporation at that address is Moshe Benitah.

ARTICLE XI : SHAREHOLDER QUORUM AND VOTING

Fifty-one percent of the shares entitled to vote, represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XII : SHAREHOLDERS MEETING REQUIRED

Any section of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law

ARTICLE XIII: MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XIV: POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV: DIRECTOR QUORUM AND VOTING

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the directors present, shall be the act of the Board of Directors.

ARTICLE XVI: MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XVII: INDEMNIFICATION

The corporation shall indemnify any officer or director of any former officer or director to the full extent permitted by law.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial Board of Directors and the initial officers are:

Moshe Benitah Abecassis
3212 NW 88th Way
Coral Springs, Fl. 33065
President and Secretary

Mose Benitah Cohen
76 Crown Heights Crescent
Thornhill, Ontario, Canada L4J5T4
Treasurer

ARTICLE VII: INCORPORATOR

The name and address of the person signing these Articles is Moshe Benitah, 3212 NW 88th Way, Coral Springs, Fl. 33065.

ARTICLE VIII : BY-LAWS

The power to adopt, alter. Amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

Shares of capital stock of this corporation shall be issued initially to the following Shareholders in the amount set opposite his name:

Moshe Benitah Abecassis	500
Mose Benitah Cohen	500

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation, the price and terms of which, and the time within which such shares may be offered and sold, shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE X : CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by majority of stockholders.

ARTICLE XVIII: AMENDMENT

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

The undersigned subscribed has executed these Articles of Incorporation
This _____ of February, 2001


MOSHE BENITAH

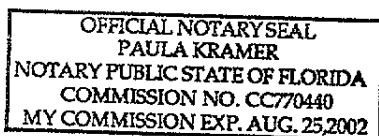
STATE OF FLORIDA :
SS :
COUNTY OF BROWARD : BROWARD

I HEREBY CERTIFY, that on this day before me, an officer duly authorized to take acknowledgments, personally appeared, MOSHE BENITAH, to me well known or who produced a DRIVERS License as identification and who stated on oath that he is the person described in and who executed the foregoing instrument for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid, this
9th day of February, 2001.

My commission expires:


Notary Public, State of Florida



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

AXIALNET CORPORATION

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT CITY OF

CORAL SPRINGS, FLORIDA, HAS NAMED
(City) (State)

Moshe Benitah Abecassis
(Name of Resident Agent)

LOCATED AT: 3212 NW 88 WAY
(Street Address of Resident Agent)

CITY OF CORAL SPRINGS, STATE OF FLORIDA 33065 AS ITS AGENT
(City)
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature


MOSHE BENITAH ABECASSIS

Title

INCORPORATOR

Date

February 9, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature


MOSHE BENITAH ABECASSIS

Date

February 9, 2001

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