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LAW OFFICES OF
LESLIE L. FLOREZ
OCEAN BANK BUILDING - SUITE 350
782 NW LE JEUNE ROAD
MIAMI, FLORIDA 33126

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

TELEPHONE: (305) 448-8838

FACSIMILE: (305) 448-2788

February 9, 2001

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

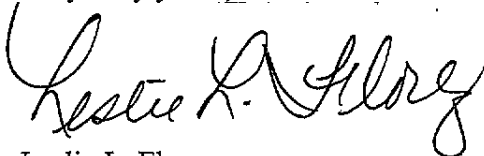
RE: IP NET COMMUNICATIONS GROUP, INC.

To whom it may concern:

Enclosed please find the articles and a check in the amount of \$78.75 on the above corporation.
Please forward the registered corporation to the undersigned.

If you have any questions, please call me.

Very truly yours,



Leslie L. Florez

LLF;kf

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2/15

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**ARTICLES OF INCORPORATION
OF
IP NET COMMUNICATIONS GROUP, INC.**

THE UNDERSIGNED, have executed the following document as incorporator of the above named Corporation, organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be **IP NET COMMUNICATIONS GROUP, INC..**
The address of the Corporation shall be 10901 NW 73rd Terrace, Miami, Florida 33178.

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this Corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:

To have perpetual succession by its Corporate name;

To sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

To have a Corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, where ever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise

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dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issues its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its Corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within this state;

To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of

Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be promoter, incorporator, partner, member, associated, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the Corporation to the full extent as permitted by Florida Statute 607.014.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of One Hundred (100) shares at no par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this Corporation.

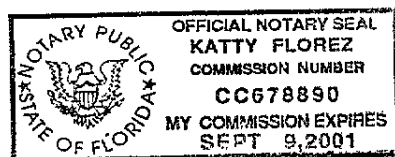
ARTICLE V

The address of the initial registered office and the name of the initial resident agent of this Corporation shall be:

FERNANDO CEVALLOS
10901 NW 73rd Terrace
Miami, Florida 33178

ARTICLE VI

The initial Board of Director shall consist of a total of three (3) individual/entity, and the



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

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following is submitted:

IP NET COMMUNICATIONS GROUP, CORP.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of
business in the City of Miami, County of Dade, State of Florida, has named:


FERNANDO CEVALLOS as its agent to accept service of process within the State of Florida,
with the address as:

10901 NW 73RD TERRACE
MIAMI, FLORIDA 33178

ACKNOWLEDGMENTS

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

DATED: FEBRUARY 7TH, 2001


FERNANDO CEVALLOS
REGISTERED AGENT

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