

BLOCK & COLUCCI, P.A.

ATTORNEYS
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JUPITER, FLORIDA 33477
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ANTHONY J. COLUCCI, JR.*

SCOTT J. LEITTEN

*Admitted to FL and

October 10, 2001

Via UPS Overnight Delivery

Department of State
New Corporation Filings
409 East Gaines Street
Tallahassee, FL 32399

Re: Netwatch, Inc.

800004631548--9
-10/11/01--01050--002
*****70.00 *****70.00

To Whom It May Concern:

Enclosed please find the following documents in the above referenced matter:

1. Our check numbered 6560 in the amount of \$70.00, representing your filing fee and fee for acceptance of registered agent.
2. Original and one copy of Articles of Incorporation and Acceptance of Registered Agent. Please date stamp the copy and return to our office.
3. Stamped self-addressed envelope.

Should you have any questions please feel free to contact our office.

Very truly yours,
BLOCK & COLUCCI, P.A.

Regina Holley

Regina Holley

Legal Assistant to Scott J. Leitten, Esq.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

enc.

T. Burch OCT 12 2001

ARTICLES OF INCORPORATION
OF
NETWATCH, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida:

ARTICLE I - CORPORATE NAME

The name of this Corporation is **NETWATCH, INC.**

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this Corporation shall be: 2730 Westgate Ave., West Palm Beach, FL 33409.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transaction any or all lawful business of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1001 N. U.S. Highway One, Suite 400, Jupiter, FL 33477, and the name of the initial registered agent of this Corporation at that address is Scott J. Leitten.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the by-laws of the Corporation. The name and address of the initial Director is:

Jose E. Medina: 2730 Westgate Ave., West Palm Beach, FL 33409.

ARTICLE VII - OFFICERS

The Officers of the Corporation who shall conduct the business of the Corporation during the first year of its existence or until their successors are elected and qualified shall be:

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President: Jose E. Medina
Vice President: Jose E. Medina
Secretary: Jose E. Medina
Treasurer: Jose E. Medina

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is: Scott J. Leitten, 1001 N.U.S. Highway One, Suite 400, Jupiter, FL 33477.

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, the full extent permitted by law.

ARTICLE XI - AMENDMENT

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 shareholders is subject to this reservation.

ARTICLE XII - COMMENCEMENT

This Corporation shall commence its existence upon the filing of these Articles of Incorporation pursuant to Florida Statute 607.167.

ARTICLE XIII - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to Florida law and shall commence its corporate existence upon the filing of these Articles of Incorporation.

The undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: October 10, 2001.


Scott J. Leitten

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

*Certificate of Registered Agent
Of*

NETWATCH, INC.
(name of corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

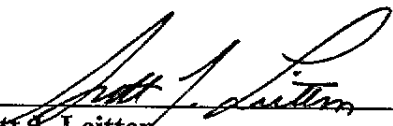
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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1001 N. U.S. Highway One, Suite 400, Jupiter, FL 33477 has named **Scott J. Leitten** located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Scott J. Leitten