

Division of Corporations
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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

DOMESTICATION

NCN COMMUNICATIONS, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$128.75

682-14

FLORIDA DEPARTMENT OF STATE, SECRETARY OF STATE

CERTIFICATE OF DOMESTICATION

The undersigned, ORLANDO CUETER, PRESIDENT
(Name) (Title)

of NCN COMMUNICATIONS CORP., a foreign Corporation,
(Corporation Name)


in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was FEB 20, 1998.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was NEW YORK.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was: NCN COMMUNICATIONS, CORP.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is NCN COMMUNICATIONS, CORP.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was NEW YORK.
6. Attached are the Florida articles of incorporations to complete the domestication requirements pursuant to s 607.1801.

I am ORLANDO CUETER, of NCN COMMUNICATIONS, CORP

and am authorized to sign this certificate of Domestication on behalf of the corporation and have

done so this the 31ST day of JANUARY, 20 02.

x 
(Authorized Signature)

ARTICLES OF INCORPORATION
OF
NCN COMMUNICATIONS, CORP.

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: NCN Communications, Corp.,

ARTICLE II - PRINCIPAL OFFICE

The principal address of this corporation shall be:

301 Almeria Avenue, Suite 235
Coral Gables, FL 33134

ARTICLE III - NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, at \$ 1 PAR VALUE

ARTICLE V - INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Orlando Cueter
301 Almeria Avenue, Suite 235
Coral Gables, FL 33134

ARTICLES OF INCORPORATION
PAGE TWO

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

ARTICLE VII - INITIAL DIRECTORS

The names and mailing addresses of each member of the initial Board of Directors is:

Orlando Cueter
301 Almeria Avenue, Suite 235
Coral Gables, FL 33134

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR(S)

The name and post office address of each incorporator executing these Articles of Incorporation is as follows

Orlando Cueter
301 Almeria Avenue, Suite 235
Coral Gables, FL 33134

ARTICLES OF INCORPORATION
PAGE THREE

ARTICLE X - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders

ARTICLE XI - AMENDMENT

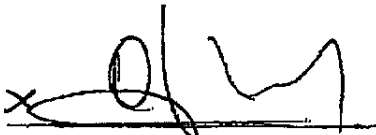
This corporation reserves the right to amend or repeal any provision contained in this Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject of this reservation.

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

x 

Orlando Cueter
State of Florida

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.

x 

Orlando Cueter