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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

MEMBERS NETWORKING CORP.

Certificate of Status	0
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02 FEB 18 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION**OF****MEMBERS NETWORKING CORP.**FILED
02 FEB 18 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is **MEMBERS NETWORKING CORP.** hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation **18805 NW 48TH Avenue, Opa Locka, FL 33055.**

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance

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of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 18805 NW 48TH Avenue, Opa Locka, FL 33055 ; and the registered agent at that office is MARC JEAN PIERRE.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

MARC JEAN PIERRE
18805 NW 48th Avenue,
Opa Locka, FL 33055.

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

MARC JEAN PIERRE
18805 NW 48th Avenue,
Opa Locka, FL 33055.

IN WITNESS WHEREOF, I, **MARC JEAN PIERRE** the undersigned incorporator, have signed these Articles of Incorporation on this 14th day of FEBRUARY, 2002, and acknowledged the same to be my act.

MARC JEAN PIERRE
MARC JEAN PIERRE

STATE OF FLORIDA)

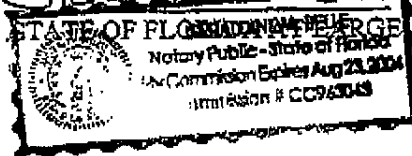
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14th day of February, 2002 by, **MARC JEAN PIERRE** who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: *[Signature]*

PRINT: *[Signature]*



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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following
is submitted, in compliance with said Acts:

First--That **MEMBERS NETWORKING CORP.**, desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Opa
Locka, County of Dade, State of Florida, has named **MARC JEAN PIERRE**, at 18805 NW 48TH
Avenue, in the City of Opa Locka, County of Dade, State of Florida, as its agent to accept service of
process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this certificate, I hereby accept the appointment as registered agent
and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to
the proper and complete performance of my duties, and I am familiar with and accept the obligations of
my position as registered agent.

BY: 

MARC JEAN PIERRE

DATE: 2-14-02

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