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December 9, 2002

VIA REGULAR MAIL

Division of Corporations
Post Office Box 1300
Tallahassee, Florida 32302-1300

Re: **NETVISION NETWORKS, INC.**
Articles of Incorporation
Reference: Williams

Dear Sir/Madam:

Enclosed please find an original and copy of the Articles of Incorporation for the above captioned corporation, together with check in the sum of \$78.75 made payable to the State of Florida. **Kindly file with the Secretary of State.** Please forward the original filed Articles of Incorporation to this office in the enclosed self addressed stamped envelope.

Thank you for your prompt attention to this matter and should you have any questions, please do not hesitate to call the office.

Very truly yours,



MICHELLE M. SCHECHNER
Paralegal

/st
Encls.

ARTICLES OF INCORPORATION
OF
NETVISION NETWORKS, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC 13 PM 2:10

ARTICLE I

NAME

The name of this corporation is: NETVISION NETWORKS, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define

their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, 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 of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 10,000 shares, all of which shall be common shares with no par value.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share(as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial corporate office of this corporation is: 102 Katrina Circle, West Palm Beach, Florida 33415. The registered office of this corporation 102 Katrina Circle, West Palm Beach, Florida 33415.

The name of the initial registered agent of this corporation at that address is: DONALD LEAVITT.

ARTICLE VII

DIRECTORS

This corporation shall initially have three (3) directors.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation

are:

TARA WILLIAMS
102 Katrina Circle
West Palm Beach, Florida 33415

DONALD LEAVITT
102 Katrina Circle
West Palm Beach, Florida 33415

DENISE MIRABELLA
102 Katrina Circle
West Palm Beach, Florida 33415

ARTICLE VIII

OFFICERS

The initial officer of the corporation shall be:

TARA WILLIAMS	President
DONALD LEAVITT	Vice President/Secretary
DENISE MIRABELLA	Treasurer

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is:

DONALD LEAVITT
102 Katrina Circle
West Palm Beach, Florida 33415

ARTICLE X

The address of the corporation shall be:

102 Katrina Circle
West Palm Beach, Florida 33415

ARTICLE XI

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on:

Upon receipt by the Secretary of State.

ARTICLE XII

AMENDMENT

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

IN WITNESS WHEREOF, I have subscribed my name this 14th day of December, A.D., 2002.

Donald Leavitt
DONALD LEAVITT
INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 7th day of December, A.D., 2002, before me, a Notary Public for the State of Florida the undersigned officer personally appeared Donald Leavitt, known to me to be the person whose name is subscribed to in the within instrument, and acknowledges he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Signature]
Notary Public

My Commission Expires:

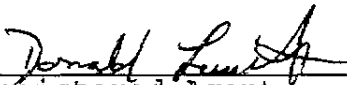


Michelle M Schechner
My Commission DD039310
Expires July 04, 2005

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 14th day of December, 2002..



Registered Agent
DONALD LEAVITT

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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