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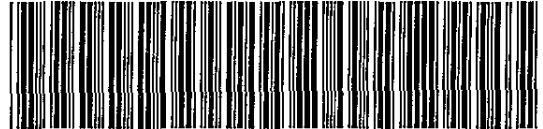
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Alexander Reus,

J.D. (Germany), J.D., LL.M.

Direct Dial: (305) 260-1027

areus@becker-poliakoff.com

July 11, 2003

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: The Boatel Network, Inc.

Our File No.: E02976/086161

Dear Sir or Madam:

Attached herewith are the Articles of Incorporation for the above-referenced Corporation for filing with the Division of Corporations.

Upon filing, please provide the undersigned with a filing receipt. The appropriate fee in the amount of \$78.75 is enclosed herewith as well.

Please contact the undersigned if you have any questions.

Sincerely yours,



Alexander Reus
For the Firm

AR/do
Enclosures - Articles of Organization
Check

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ARTICLES OF INCORPORATION
OF
THE BOATEL NETWORK, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

The Boatel Network, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 110 E Broward Blvd. #1700, Fort Lauderdale, Florida 33301.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, par value \$.001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be **Alexander Reus** whose address is 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is **Andy Epand** whose address is 110 E Broward Blvd. #1700, Fort Lauderdale, Florida 33301.

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his or her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is **Andy Epand** whose address is 110 E Broward Blvd. #1700, Fort Lauderdale, Florida 33301.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 7th day of July 2003.



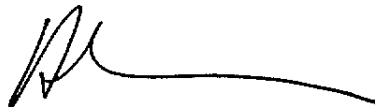
Andy Epand
As Incorporator, Sole Director

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

The Boatel Network, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 110 E Broward Blvd. #1700, Fort Lauderdale, Florida 33301 has named Alexander Reus whose address is 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Alexander Reus

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