

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

800-342-8086

CSO networks

P95000012475

Mail To:
P.O. Box 5820
Tallahassee, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 543026 124999A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : February 14, 1995

ORDER TIME : 10:52 AM

ORDER NO. : 543026

CUSTOMER NO: 124999A

CUSTOMER: Daniel Z. Averbook, Esq.
DANIEL Z. AVERBOOK, ESQ.

4555 North Meridian Avenue

Miami Beach, FL 33140-2944

RECEIVED 14 FEB 1995
10:52 AM
*****1.50 *****122.50

DOMESTIC FILING

NAME: COMMERCE NET, INC.

P95000012475

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED
95 FEB 14 PM 1:42
TALLAHASSEE, FLORIDA

DL
2-14-95
C-2/A

LAW OFFICES

Daniel Z. Averbok, P.A.

FAX (305) 531-0000
TELEPHONE (305) 531-0000

DELIVERIES TO
4545 NORTH MERIDIAN AVENUE
MIAMI BEACH, FLORIDA 33140

MAILING ADDRESS
POST OFFICE BOX 402308
MIAMI BEACH, FLORIDA 33140-0308

February 13, 1995

HAND DELIVERY BY
CORPORATION INFORMATION SERVICES

Secretary of State
Division of Corporations
409 East Gaines Street
The Old Jail
Tallahassee, Florida 32301

Re: COMMERCE NET, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed for profit Florida corporation.

Also enclosed is a certificate designating the Registered Agent and office of the corporation.

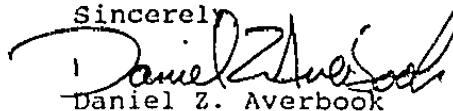
I have attached my firm's check in the amount of \$122.50, representing payment of the following:

Filing fee	35.00
Certified copy fee	52.50
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and designation of registered agent and return a certified copy to Corporation Information Services which has instructions for then returning the copies to me.

Thank you for your kind cooperation and prompt attention to this matter.

Sincerely,


Daniel Z. Averbok

DZA:corp95
artlrco
Encl.
cc:Allan Evans

ARTICLES OF INCORPORATION
OF
COMMERCE NET, INC.

FILED
95 FEB 14 PM 1:42
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is COMMERCE NET, INC.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.001 per share.

ARTICLE IV
TERM OF EXISTENCE

The Corporation will have perpetual existence.

ARTICLE V
REGISTERED AGENT AND INITIAL OFFICES

The Registered Agent and the street addresses of the initial Registered Office and Principal Office of this corporation in the State of Florida will be:

Registered Agent & Office	Principal Office and Mailing Address
Allan V. Evans 701 N.E. 67th Street #4 Miami, FL 33138	COMMERCE NET, INC. 701 N.E. 67th Street #4 Miami, FL 33138

The Board of Directors may move the above offices to any other address in the State of Florida.

ARTICLE VI
BOARD OF DIRECTORS

This corporation will have three directors initially. The number of directors may be increased or decreased by Bylaws adopted by the stockholders, but will never be less than one.

ARTICLE VII
INITIAL DIRECTORS

The name of the initial directors of this corporation and their street addresses are:

Allan Evans	John Rosenquist	Roger Shearon
701 N.E. 67th Street #4	701 N.E. 67th Street #2	203 N.E. 90th Street
Miami, FL 33138	Miami, FL 33138	Miami, FL 33138

The persons named as initial directors will hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII
DIRECTOR CONFLICT OF INTEREST

A. A contract or other transaction between this corporation and one of its directors or between this corporation and another entity in which one of its directors has any type of interest will not be void or voidable because of that director's interest if full disclosure of the director's interest is made to the Board of Directors or the committee of the Board which voted to approve the contract or transaction.

B. Common or interested directors may be counted to establish a quorum and their votes may be counted at a meeting of the Board of Directors or of a committee which approves the above type of contract or transaction.

ARTICLE IX
INFORMAL ACTION OF DIRECTORS OR SHAREHOLDERS

If all the directors or shareholders consent in writing to any action taken or to be taken by the Corporation, and their consents are filed with the Secretary of the Corporation, the action will be as valid as though it had been authorized at a meeting of the Board of Directors or a Meeting of the Shareholders.

ARTICLE X
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Allan Evans
701 N.E. 67th Street #4
Miami, FL 33138

ARTICLE XI
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that

the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right does not apply to shares issued pursuant to employee incentive plans. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII **INDEMNIFICATION**

The Corporation will indemnify certain persons for certain types of claims made against them. The persons that will be indemnified are the those that are serving or have served the Corporation in the following positions:

- (1) director,
- (2) officer,
- (3) employee, or
- (4) agent of the Corporation.

If a person is or has held one of the above positions in another corporation, partnership, joint venture, trust, or other enterprise at the request of the Corporation he will also be entitled to be indemnified by the Corporation.

The types of claims that will be indemnified are any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on a person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by a person serving the Corporation in any capacity described above.

The person will be indemnified by the Corporation to the fullest extent provided or permitted by law, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of an action, suit, or proceeding, including any appeal of it.

The Corporation will pay a person's expenses, including attorneys' fees, in advance of the final disposition of any such action, suit, or proceeding so long as the person agrees to repay the amounts advanced if it is ultimately determined that he is not entitled to indemnification for these expenses.

The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is holding or has held a position described above, against liability asserted against him and incurred by him in that capacity or arising out of his status as that type of person, whether or not the Corporation would have the power to indemnify him against that type of liability under the provisions of this Article.

ARTICLE XIII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment must be approved by the Board of Directors and approved at a shareholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement expressing their intention that a certain amendment to these Articles of Incorporation be made.

I, Allan V. Evans, as the Incorporator, now sign these Articles of Incorporation.

Feb 12, 1995
Date

Allan V. Evans
Allan V. Evans
Incorporator

STATE OF FLORIDA :
COUNTY OF DADE :

I am a Notary Public. Allan Evans, whom I know personally to be the person described as Incorporator, signed the foregoing Articles of Incorporation in my presence on February 12, 1995.

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
95 FEB 14 PM 1:42
SECRET
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted:

1. That COMMERCE NET, INC. desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, State of Florida, has named Allan V. Evans, located at 701 N.E. 67th Street, Miami, FL 33138, as its Registered Agent to accept service of Process within the State of Florida.

Dated: February 12, 1995.

COMMERCE NET, INC.

Having been named to accept service of process for the above stated corporation at the place designated above, I AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: February 12, 1995.

Allan V. Evans
Allan V. Evans
(Registered Agent)