

P95000035576

ERIC L. BOLVES, ESQ.
Attorney and Counselor at Law
2110 East Robinson Street
Orlando, Florida 32803
(407) 894-1002

FILED
95 MAY -1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 27, 1995

Secretary of State
P. O. Box 8327
Tallahassee, Florida 32314
Attn: Corporate Division

800001470218
-05/01/95--01102--016
***122.50 ***122.50

RE: Network One, Inc.

Dear Sir or Madam:

Enclosed please find the original articles of incorporation and certificate designating registered agent and the amount of \$122.50 as the filing fee. I do not wish a certified copy.

Please note that the Articles of Incorporation include designation of, and acceptance by the Registered Agent.

Also, please note that the Articles state that the corporation shall begin as of the date of the complete execution and acknowledgment of the Articles rather than as of the date of filing.

Please call if the name as submitted is not available. Upon acceptance of the charter and the filing thereof by your office, please provide my office at the address stated above, with a certified copy of the corporate charter and charter number.

Sincerely,

Eric L. Bolves, Esq.

Enclosures

EFFECTIVE DATE
4/27/95

ARTICLES OF INCORPORATION

OF

Network One, Inc.

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

FILED
95 MAY -1 PM 4:04
TALLAHASSEE

ARTICLE I - NAME

The name of this corporation is:
Network One, Inc.

ARTICLE II - TERMS OF EXISTENCE

This corporation shall commence as of the date of the complete execution and acknowledgment of these Articles or if these Articles are filed more than five (5) days after the complete execution of these Articles, then this corporation shall commence as of the date of filing, and the duration of the corporation's existence shall be perpetual.

ARTICLE III - NATURE OF THE BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE
PRINCIPAL PLACE OF BUSINESS
AND REGISTERED AGENT

The street address of the initial registered office and principal place of business of this corporation is:

5728 Major Blvd. #200
Orlando, FL 32819

and the name of the initial registered agent of this corporation at that address is Louis Courte

ARTICLE VI - BOARD OF DIRECTORS

EFFECTIVE DATE

4/27/95

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and street address of the initial board of directors of this corporation, who, subject to these articles of

Incorporation and the laws of the State of Florida shall hold office until the first annual meeting of the Shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death is:

NAME	ADDRESS
<u>Louis Courte, President</u>	<u>1729 Bridlewalk Court</u>
<u>Treasurer</u>	<u>Gotha, FL 32819</u>
<u>Angela Bowers Courte</u>	<u>1729 Bridlewalk Court</u>
<u>Vice-President/Secretary</u>	<u>Gotha, FL 32819</u>

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator is:

1729 Bridlewalk Court
Gotha, Florida 32819

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

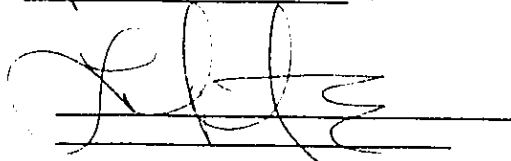
ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles or any amendment hereto, any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 27 day of April, 1995.



STATE OF FLORIDA, COUNTY OF Orange
C630528613750 Before me personally appeared Louis H. Courte, who produced Fl. D1. ~~XXXXXX~~ the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state named above this 27 day of April, 1995.

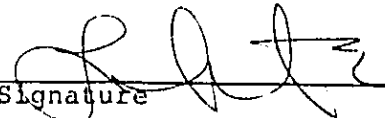

Notary Public, State of Florida
My Commission Expires: 1998
600-852-5878

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

>d1

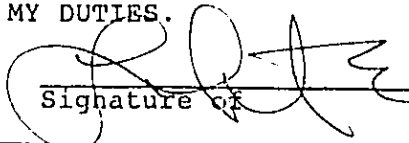
FIRST--That Network One, Inc. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS REGISTERED OFFICE LOCATED AT, 5728 Major Blvd. #200
Orlando, FL 32819, HAS NAMED
Network One, Inc. LOCATED AT SAID
REGISTERED OFFICE, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.


Signature

TITLE: Incorporator/President

DATE: 4/27/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


Signature of

DATE: 4/27/95

FILED
95 MAY -1 PM 4:04
SEC. OF STATE, FLORIDA
TALLAHASSEE, FLORIDA

EXAMINER'S INITIALS:

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-341-8086

P95000035576

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

FILED
DEC 15 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 771969 6469A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 15, 1995

ORDER TIME : 11:31 AM

ORDER NO. : 771969

CUSTOMER NO: 6469A

CUSTOMER: Marlis J. Spear, Legal Assist
Maguire Voorhis & Wells, P.a.
2 South Orange Avenue

Orlando, FL 32801

200001666482
-12/20/95--01027--003
*****35.00 *****35.00

name
change
amount

DOMESTIC AMENDMENT FILING

PLEASE FILE FIRST!!!

NAME: NETWORK ONE, AND 12

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

MAGUIRE, VOORHIS & WELLS, P.A.

Attorneys at Law

SUNBANK CENTER, SUITE 3000
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE (407) 244-1100
FACSIMILE (407) 872-6207

WRITER'S DIRECT DIAL

MAILING ADDRESS:
P. O. BOX 633
ORLANDO, FLORIDA 32802

December 14, 1995

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

*name
change
amend*

Re: Network One, Inc.

Gentlemen:

Enclosed please find the following concerning the above-referenced corporation:

1. Original and one copy of Articles of Amendment; and
2. A check in the amount of \$35.00 in payment of the filing fee.

Please file the original, date-stamp the photocopy with the filing information and return it to me for our file.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Marlis J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Mr. Warren S. Lee
Ms. Kari Sterling
Jay Van Heyden, Esq.

F:\Fax\413\Let1107.m

NETWORK ONE, INC.

ARTICLES OF AMENDMENT

FILED
95 DEC 15 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer of Network One, Inc. delivers these Articles of Amendment in order to amend the Articles of Incorporation of the Corporation.

ARTICLE I

The name of this Corporation is Network One, Inc.


ARTICLE II

Article I of the Corporation's Articles of Incorporation is amended to change the name of the Corporation to NetCom Enterprises, Inc.

ARTICLE III

The joint resolution of all of the Share'olders and Directors of the Corporation changing the corporate name was adopted on December 14, 1995.

Executed this 14th day of December. 1995.



Louis H. Courte, President