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A Partnership of Professional Associations

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May 31, 1995

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*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Fl 32314

Re: WAGNET MARKETING, INC.

Gentlemen:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. Also, please find enclosed a check in the amount of \$70.00 as the fee for filing the corporation.

Kindly return the copy hereof to me in the enclosed self-addressed stamped envelope.

Thanking you in advance for your cooperation.

Very truly yours,


KEITH J. MERRILL

KJM/ss
Encl.

BROWN JUN 13 1995

ARTICLES OF INCORPORATION
OF
WAGNET MARKETING, INC.

FILED
JUN-6 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is WAGNET MARKETING, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seven Thousand Five Hundred (7500) shares of common stock, each share having the par value of One Cent (.1¢).

ARTICLE V - ADDRESS

The mailing address for this corporation is 21300 San Simeon Way, #R-1, North Miami Beach, Fl 33179. The initial registered office of this corporation 21300 San Simeon Way, #R-1, North Miami Beach, Fl 33179.

The name and address of the initial Registered Agent is KEITH J. MERRILL, 1320 S. Dixie Highway, #275, Coral Gables, Fl 33146.

ARTICLE VI - DIRECTORS

The corporation shall have one (1) director. The director is:

NATALIE CUMBERMACK
21300 San Simeon Way
#R-1
North Miami Beach, Fl 33179

ARTICLE VII - 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 thereof at the price at which it is offered to other. The sale of stock by the shareholder shall be limited and governed by a shareholders agreement.

ARTICLE VIII - SUBSCRIBER

The name and street address of the incorporator of this corporation is as follows:

KEITH J. MERRILL
1320 S. Dixie Highway
Suite 1100
Coral Gables, Fl 33146

ARTICLE IX. OFFICERS

The name and address of the initial officers of this corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

NATALIE CUMBERMACK - President & Secretary
21300 San Simeon Way
#R-1
North Miami Beach, Fl 33179

KEVIN WAGNER - Treasurer
21300 San Simeon Way
#R-1
North Miami Beach, Fl 33179

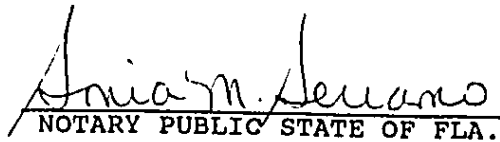
IN WITNESS WHEREOF, the undersigned subscriber has executed
the foregoing Articles of Incorporation this 31 day of May, 1995.

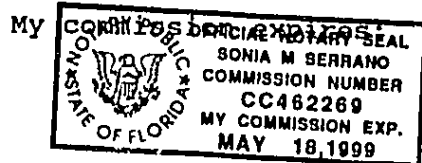

KEITH J. MERRILL (SEAL)

STATE OF FLORIDA
COUNTY OF DADE

Before me, personally appeared, KEITH J. MERRILL to me well
known to me to be the individual described in and who executed the
foregoing Articles of Incorporation, and acknowledged before me
that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the county and state above named
this 31 day of May, 1995.

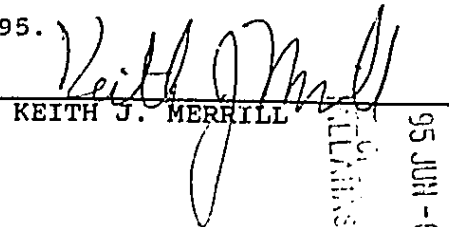

NOTARY PUBLIC STATE OF FLA.



ACCEPTANCE

I certify that I am a permanent resident of Dade County,
Florida, whose place of residence and post office address are as
set forth above. I accept the foregoing designation as Registered
Agent.

Dated this 31 day of May, 1995.


KEITH J. MERRILL

FILED
95 JUN -6 AM 9:11
CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA