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LAW FIRM
JEFFER, CIOFFI & RICE, P.A.
1000 STA. UNIVERSITY CENTER, SUITE 2000
JACKSONVILLE, FLORIDA 32209
TEL: (904) 247-7400
FAX: (904) 247-7400

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In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

Article IV - Initial Capital

The Corporation will commence business with not less than \$500.00 of its capital stock fully paid in and issued.

Article V - Terms of Existence

This Corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.

Article VI - Address

The principal office of the Corporation shall be Suite 313, 50 South U.S. Highway 1, Jupiter, Florida 33477. The Board of Directors, may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

Article VII - Director(s)

The Corporation shall have not less than one (1) nor more than nine (9) Directors. The number of Directors shall be determined by the Stockholders at their annual meeting.

Article VIII - Initial Director(s)

The following are the name(s) and address(es) of the first Board of Directors who shall hold office until their successor(s) is/are elected:

MICHAEL RUONO	50 South U.S. Hwy 1, Suite 313 Jupiter, FL 33477
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DEANNE ANDERSON	50 South U.S. Hwy 1, Suite 313 Jupiter, FL 33477
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Article IX - Incorporator(s)

The following name(s) and address(es) of the Incorporator(s) is/are as follows:

MICHAEL RUONO	50 South U.S. Hwy 1, Suite 313 Jupiter, Florida 33477
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Article X - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 250 Tequesta Drive, Suite 200, Tequesta, Florida 33469 and the name of the initial registered agent of this Corporation at that address is James A. Cioffi.

Article XI - Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights conferred on Stockholders herein are granted subject to this reservation.

Article XII - Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

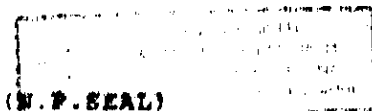
IN WITNESS WHEREOF, I/we, the undersigned Incorporator(s), have hereunto set my/our hand(s) and seal(s) this 1 day of September, 1995, for the purpose of forming this Corporation under the laws of the State of Florida and I/we hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


Michael Buono

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, Michael Buono, who is well known to be the person(s) described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 1 day of September, 1995.



NOTARY PUBLIC
My Commission Expires:

Certificate Designating Place of Business or
Domicile for the Service of Process within this State,
Naming Agent upon Whom Process May Be Served

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That NETWORK FUNDING INC. desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the Town of Jupiter, County of Palm Beach, State of Florida, and has named James A. Cioffi, at 250 Tequesta Drive, Suite 200, Tequesta, Florida 33469 as its agent to accept service of process within this State.

Acknowledgment by Designated Agent

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

JAMES A. CIOFFI