

P95000069340

September 1, 1995

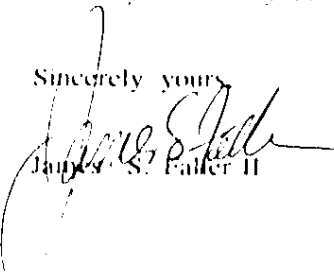
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Mr. Secretary,

I am including my check for \$122.50, Original Articles of Incorporation plus one additional copy and a self addressed stamped envelope so you may file my new corporation.

Thank you for all your help.

Sincerely yours,


James S. Paller II

Rolau Colon
1110 E. 8th Avenue
Hialeah, FL 33010

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SHARON L. TALA

SEP 11 1995

**ARTICLES OF INCORPORATION
OF
Prime Business Development of Georgia S.A., Inc.**

The undersigned incorporator hereby forms a corporation under Chapter 647 of the laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Prime Business Development of Georgia S.A., Inc. The address of the principal office of this corporation shall be 1110 East 8th Avenue, Hialeah, Florida 33010, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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 III. CAPITAL STOCK

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

ARTICLE IV. STOCK ISSUANCE

The stock of this corporation shall be issued as follows:

James S. Faller II	1000 Shares
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ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1110 East 8th Avenue, Hialeah, Florida 33010, and the name of the initial registered agent of the corporation at that address is James S. Faller II.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction set forth in these Articles of Incorporation.

This corporation shall have one Director, initially. The name and address of the initial members of the Board of directors are:

James S. Faller II	1110 East 8th Avenue
Director	Hialeah, Florida 33010

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

James S. Faller II	1110 East 8th Avenue
Director	Hialeah, Florida 33010

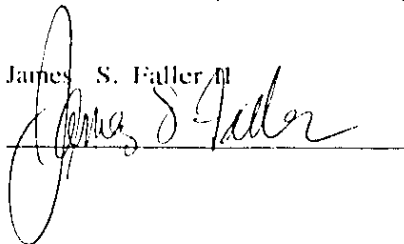
ARTICLE IX. INCORPORATION

The name and street address of the incorporator to these Articles of Incorporation is:

James S. Faller II
1110 East 8th Avenue
Hialeah, Florida 33010

IN WITNESS WHEREOF, The undersigned agent of the Prime Business Development of Georgia S.A., Inc. has hereunto set their hand and seal of Prime Business Development of Georgia S.A., Inc. on September 1, 1995.

James S. Faller II



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE 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:

The **Prime Business Development of Georgia S.A., Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named **James S. Faller II**, 1110 East 8th Avenue, Hialeah, Florida 33010, as agent to accept service of process within the state.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated corporation, at 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 S. Faller II

James S. Faller II
Registered Agent

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March 22, 1996

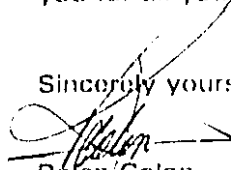
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Mr. Secretary,

I am including a check for \$35.00, the Amendment to the Articles of Incorporation plus one additional copy and a self addressed stamped envelope so you may file the document of this corporation.

My telephone number is 305-888-6607 and can be reached there every day, thank you for all your help.

Sincerely yours,



Rolan Colon
Incorporator

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*****35.00 *****35.00

SECRET
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

CLERK OF COURT

RECEIVED
MAY 1 1996
CLERK OF COURT


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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1996

ROLAN COLON
1110 E. 8 AVE.
HIALEAH, FL 33010

SUBJECT: PRIME BUSINESS DEVELOPMENT OF GEORGIA, S.A., INC.
Ref. Number: P95000069340

We have received your document for PRIME BUSINESS DEVELOPMENT OF GEORGIA, S.A., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 196A00014810

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

PRIME BUSINESS DEVELOPMENT OF GEORGIA, S.A., INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of incorporation:

FIRST: Amendment adopted:

ARTICLE I. NAME

The name of the corporation shall be: **Net Xcess, Inc.** The address of the principal office of this corporation shall be 1110 East 8th Avenue, Second Floor, Hialeah, Florida 33010, and the mailing address of the corporation shall be the same.

SECOND: This amendment does not provide for an exchange, reclassification or cancellation of issued shares.

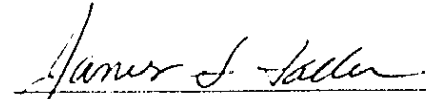
THIRD: The date of each amendment's adoption is March 31st, 1996.

FOURTH: Adoption of Amendments

The amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 2 day of May, 1996

Signature


James S. Faller II
Incorporator/President