

8

9:02 AM

PUBLIC ACCESS SYSTEM

((H96000001071)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE GROUP COMPANY

DEPARTMENT OF STATE

1412 W. FLAGLER ST.

STATE OF FLORIDA

SUITE 200

108 EAST GAINES STREET

MIAMI FL 33131-3308

TALLAHASSEE, FL 32301

CONTACT: RAY STORION

FAX: (804) 222-6000

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H96000001071)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NETWORK COMPANIES, INC.

FAX AUDIT NUMBER: H96000001071

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/23/1996

TIME REQUESTED: 09:02:10

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000001071)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:02:5

FILED

95 JAN 26 PM 2:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 JAN 23 AM 10:53

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Network Inc
~~Network Group~~
Network Holdings

January 23, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: NETWORK COMPANIES, INC.
REF: W96000001681

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000001071
Letter Number: 796A00002856



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 24, 1996

EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER ST
STE 200
MIAMI, FL

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

THE NAME NETWORK IS NOT AVAILABLE. PLEASE CHANGE CORP. NAME AND CHECK THE NAME AT 488-9000 NAME AVAILABILITY.

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) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000001071
Letter Number: 396A00003144

ESTHER BEJAR, CPA
8290 BYRON AVE. #501
MIAMI, BEH. FL 33141
(305) 865.4869

ARTICLES OF INCORPORATION
OF
NETWORK SALES GROUP, INC.

The undersigned Incorporator of these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

NETWORK SALES GROUP, INC.

ARTICLE II

Nature of the Business & 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 United States or 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 time is one thousand shares of common stock having a par value of \$1.00 per share.

Shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV

Existence of the Corporation

This corporation shall have perpetual existence.

ARTICLE V

Directors

This Corporation shall have two Directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The affairs of the Corporation shall be managed by the Director as provided in the By-Laws.

FILED
95 JAN 26 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial Directors shall be: Michael Sawzak residing at 3164 Bird Avenue, Coconut Grove, Florida 33133 and Edward Bryant 8075 SW 107 Avenue, #304 Miami FL 33173

ARTICLE VI

Principal Place of Business

The principal place of business of the Corporation shall be located at: 8075 SW 107 Avenue #304, Miami FL 33173 or such other place as may from time to time be designated.

ARTICLE VII

Incorporators

The name and street address of the Incorporator of this Corporation is:

Edward Bryant
8075 SW 107 Avenue #304
Miami, Florida 33173

ARTICLE VIII

Registered Agent and Initial Registered Office

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Edward Bryant
8075 SW 107 Avenue #304
Miami, FL 33173

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE IX

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

In witness whereof, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 22nd day of January, 1996.

Edward R. Bryant
EDWARD BRYANT

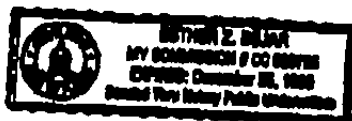
State of Florida)
County of Dade) SS.

The foregoing instrument was acknowledged before me this 22nd day of January, 1996 by

Notary Public

State of Florida

My commission expires:



H96000001071

H96000001071

TOTAL P.05

16010000009544

**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 SALES GROUP, INC.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 8075 SW 107 Avenue #304, City of Miami, County of Dade, State of Florida, has named Edward Bryant at 8075 SW 107 Avenue #304, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 agree to comply with the provisions of said Act relative to keeping open said office.

Edward R. Bryant

Edward Bryant

16010000009544

FILED
96 JAN 26 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA