

P960000115-81

 NETMan

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: NETMan, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation, a certificate of designation of registered agent and a check for \$122.50.

I, as owner of the fictitious name "NETMan", registration number G94201000113 hereby consent to the incorporation of the company NETMan, Inc.

Please return a certified copy of the Articles of Incorporation to me at the following address,

505 Walker Rd.
Safety Harbor, FL 34695

AL FEB - 0 1970

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB - 2 AM 8:45

Very truly yours,


Ron Gualtieri

ARTICLES OF INCORPORATION
OF
NETMan, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -2 AM 8:45

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

NETMan, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

505 Walker Rd.
Safety Harbor, FL 34695

ARTICLE III SHARES

- (a) The corporation is authorized to issue 1,000 shares of common stock having a par value of \$0.10 per share. Each of such shares shall entitle the holder to one vote at any meeting of the shareholders.
- (b) In the election of directors of the corporation, there shall be no cumulative voting.

ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any or all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ron Gualtieri
505 Walker Rd.
Safety Harbor, FL 34695

ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be one and the name and address of the person who is to serve as the initial director is as follows:

<u>Name:</u>	<u>Address:</u>
Ron Gualtieri	505 Walker Rd. Safety Harbor, FL 34695

ARTICLE VII INCORPORATOR

The name and address of the incorporator of this corporation is:

Name:

Address:

Ron Guiltieri

505 Walker Rd.
Safety Harbor, FL 34695

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of January, 1996.



Ron Guiltieri

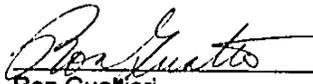
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -2 AM 8:45

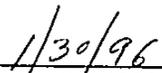
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: NETMan, Inc.
2. The name and address of the registered agent and office is
Ron Guattieri
505 Walker Rd.
Safety Harbor, FL 34695

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Ron Guattieri



January 30, 1996