

P96000012588

**ROBERT C. HACKNEY & ASSOCIATES, CHARTERED**

A Florida Professional Services Corporation  
Attorneys and Counselors at Law  
4521 P.G.A. Boulevard, Suite 204  
Palm Beach Gardens, Florida 33418  
(407) 837-2013  
Fax (407) 624-8187

February 2, 1996

Secretary of State  
Bureau of Corporate Records  
409 E. Gaines Street  
Tallahassee, FL 32399

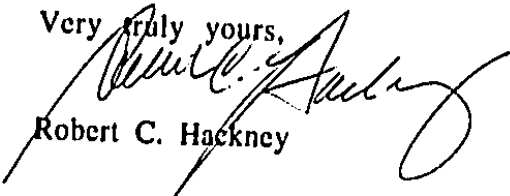
Re: TrueNet Corporation

Ladies and/or Gentlemen:

500001706605  
-02/05/96--01093--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

I am enclosing herewith an original and a copy of Articles of Incorporation for TrueNet Corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the filing fee.

Very truly yours,

  
Robert C. Hackney

Enclosure

DMC  
2/9/96

FILED  
96 FEB -5 AM 10:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TRUENET CORPORATION

FILED  
96 FEB -5 AM 10:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be TRUENET CORPORATION.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation act.

ARTICLE IV

Common Stock

The corporation is authorized to issue 50,000,000 shares of common stock, \$.01 par value per share.

Preferred Stock

The corporation is authorized to issue 10,000,000 shares of preferred stock with a par value of \$1.00 per share. The Board of Directors may determine, in whole or part, the preferences, limitations, and relative rights of the class of preferred stock before the issuance of any shares of the class. Before issuing any shares of the class of preferred stock, the corporation must deliver to the Florida Department of State the appropriate articles of amendment setting forth the terms of the class of preferred stock.

ARTICLE V

The street address of the initial registered office of the corporation is 4521 P.G.A. Blvd, Suite 264, Palm Beach Gardens, Florida 33418, and the name of the initial registered agent at such address is Robert C. Hackney. The street address of the corporation is 4521 P.G.A. Blvd, Suite 264, Palm Beach Gardens, Florida 33418.

ARTICLE VI

The Corporation shall have one director, initially. The number of directors may be increased or decreased from time to time, by bylaws adopted by the stockholders, but shall never be less than . . .

PREPARED BY: ROBERT C. HACKNEY, ESQ.  
ROBERT C. HACKNEY & ASSOCIATES, CHARTERED  
4521 P.G.A. BLVD., SUITE 264  
PALM BEACH GARDENS, FL 33418  
FL. BAR NO. 229563

ARTICLE VII

The name and post office address of the member of the first Board of Directors and the Incorporator is:

Robert C. Hackney

4521 P.G.A. Blvd, Suite 264  
Palm Beach Gardens, Florida 33418

ARTICLE VIII

The Corporation shall be deemed to commence its existence upon the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 2nd day of February, 1996.

  
Robert C. Hackney

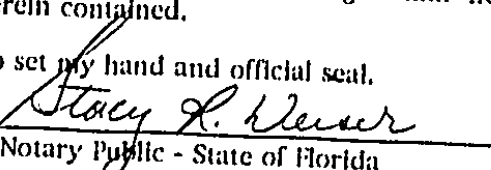
STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 2 day of February, 1996, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Robert C. Hackney, to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



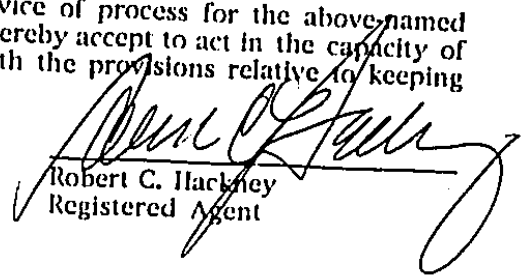
STACY R. WEISER  
My Commission CC488690  
Expires Aug. 15, 1999

  
Notary Public - State of Florida

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

  
Robert C. Hackney  
Registered Agent