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FLORIDA DIVISION OF CORPORATIONS  
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DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
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FROM: CORPORATE CREATIONS INTERNATIONAL IN

(((H96000002635)))  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: INNET DISTRIBUTION INC.  
FAX AUDIT NUMBER: H96000002635  
DATE REQUESTED: 02/23/1996  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 4  
ESTIMATED CHARGE: \$78.75  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 11:11:29  
CERTIFICATE OF STATUS: 1  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 073171003004

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**Articles of Incorporation  
of  
dNET Distribution Inc.**

**Article I. Name**

The name of this Florida corporation is:  
dNET Distribution Inc.

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**Article II. Address**

The mailing address of the Corporation is:

dNET Distribution Inc.  
8750 Royal Palm Boulevard, Suite 219  
Coral Springs FL 33065

**Article III. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:

Daniel R. Yates  
8750 Royal Palm Boulevard, Suite 219  
Coral Springs FL 33065

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-8629  
(305) 672-0688

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Daniel R. Yates

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 23, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on February 23, 1996

Corporate Creations International Inc.

By: 

Luis A. Uriarte Vice President

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Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0686

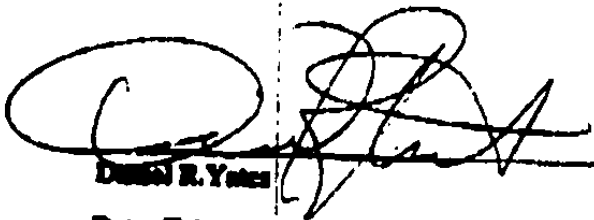
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
dNET Distribution Inc.

**REGISTERED AGENT:**  
Daniel R. Yates  
8750 Royal Palm Boulevard, Suite 219  
Coral Springs FL 33065

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Daniel R. Yates

Date: February 23, 1996

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