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March 13, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200001743252
-03/14/96--01075--001
****122.50 ****122.50

RE: Filing Articles of Incorporation
NETWORK MSP, INC.

Dear Sir or Madam:

Enclosed please find the original and (1) one copy of the Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50, which represents \$70.00 filing fee, \$52.50 for certified copy.

After the Articles of Incorporation have been filed, please return the Certified copy to my attention at the address on the letterhead.

Sincerely,

Diane V. Hallaran
Secretary to Walter L. Morgan

\dvh
Enc.

FILED
96 MAR 14 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GB 3/19/96

FILED

96 MAR 14 AM 8:20

CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

NETWORK MSP, INC.

ARTICLE I: NAME

The name of this corporation is NETWORK MSP, INC., whose address 725 North Rio Vista Boulevard, Ft. Lauderdale, FL 33301.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 725 North Rio Vista Boulevard, Ft. Lauderdale, FL 33301, and the name of the initial registered agent of this corporation is WILLIAM L. POULSON.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

William L. Poulson
725 North Rio Vista Boulevard
Ft. Lauderdale, FL 33301

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles is:

William L. Poulson
725 North Rio Vista Boulevard
Ft. Lauderdale, FL 33301

ARTICLE IX: INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of March, 1996.



WILLIAM L. POULSON

STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared

WILLIAM L. POULSON [] personally known to me or [] who has produced _____ as identification and is known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and who did/did not take an oath.

IN WITNESS WHEREOF, I have herunto set my hand and seal
this 13 day of March, 1996.



DIANE V. HALLARAN
MY COMMISSION # CG 217204 EXPIRES
July 22, 1998
BONDED THRU TROY FARM INSURANCE, INC.

Diane V. Hallaran
Notary Public
My Commission Expires:

FILED

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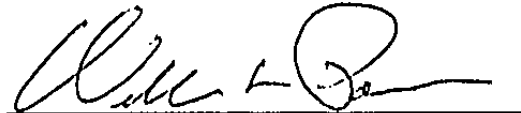
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT WILLIAM L. POULSON desiring to organize or qualify NETWORK MSP, INC., under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, State of Florida, has named WILLIAM L. POULSON as its agent to accept service of process within the State of Florida.

3/13/96



WILLIAM L. POULSON
Title: President
Date: March /3 , 1996

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

3/13/96



WILLIAM L. POULSON
Registered Agent
Date: March /3, 1996