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ATTORNEY AT LAW

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4090 COMMERCIAL WAY
SPRING HILL, FLORIDA 34606
(352) 686-8104
FAX (352) 796-0910

March 15, 1996

REPLY TO: BROOKSVILLE

State of Florida
Department of State
Corporate Divisions
P.O. Box 6327
Tallahassee, FL 32314

200001751482
-03/20/96-01095-008
***122.50 ***122.50

Re: **Florida International Business and Education
Resources Network, Inc.**

Dear Sir:

Please find enclosed an original and one (1) copy of the
ARTICLES OF INCORPORATION for the above-referenced company. Please
file the original in your offices and return to this office a
certified copy.

I have also enclosed a check in the amount of \$122.50 which
will cover the following:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy	52.50
TOTAL	\$122.50

If you should have any questions concerning this matter, feel
free to contact this office at any time.

Sincerely,


Stuart Symington Smith

SSS/vdm
Enc.

3/26/96
TB

ARTICLES OF INCORPORATION
OF
FLORIDA INTERNATIONAL BUSINESS
AND EDUCATIONAL RESOURCES NETWORK, INC.

FILED
96 MAR 29 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **FLORIDA INTERNATIONAL BUSINESS AND EDUCATIONAL RESOURCES NETWORK, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to

purchase his pro-rate 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 principal and registered office of this corporation is: 1411 Kass Circle, Suite "F", Spring Hill, Florida 34606. The name of the initial registered agent of this corporation at address is: **TERRY HAIT**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director no more than five. The name and address of the initial Board of Directors of the corporation is:

Terry Hait
14226 Hexam Road
Brooksville, Florida 34613

-and-

Mark DeWar
1411 Kass Circle, Suite "F"
Spring Hill, FL 34606

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is : **MARK DeWAR**, 1411 Kass Circle, Suite "F", Spring Hill, Florida 34606.


ARTICLE IX - INDEMNIFICATION

The 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 provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22nd day of February, 1996.

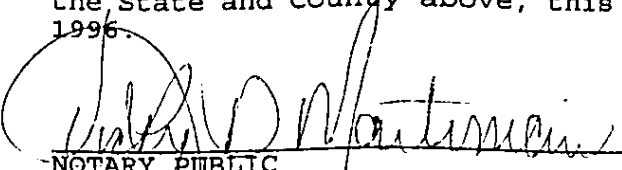


MARK DeWAR
Incorporator

**STATE OF FLORIDA
COUNTY OF HERNANDO**

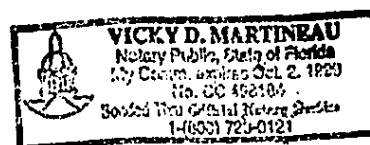
BEFORE ME, a Notary Public authorized to take acknowledgements in the State of County set forth above, personally appeared **MARK DeWAR**, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22nd day of February, 1996.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 10-02-99




CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: **FLORIDA DEPARTMENT OF STATE**
State of Florida

I, **Terry Hait**, do hereby accept the duties and responsibilities of the registered agent and am familiar with the responsibilities of a registered agent for the corporation, **FLORIDA INTERNATIONAL BUSINESS AND EDUCATIONAL RESOURCES NETWORK, INC.**, of 1411 Kass Circle, Suite "F", Spring Hill, Florida 34606.

DATED: February 23, 1996.



Terry Hait, as Registered Agent
for **Florida International Business and Educational Resources Network, Inc.**

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, a Notary Public authorized to take acknowledgements in the State of Florida and County set forth above, personally appeared **Terry Hait**, known to be and known by me to be the person who executed the foregoing **Consent To Appointment As Registered Agent**, and he acknowledged before me that he executed that **Consent To Appointment As Registered Agent**.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 23rd day of February, 1996.



Louis Melli, Jr.

My Commission Expires 10/17/99
Commission #CC 502460

NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 10/17/99

FILED
25 FEB 20 PM 2:01
TALLAHASSEE, FLORIDA
CLERK OF THE COURT