P96000027003

12333 Northwest 18th Street, Suite 5 Pembroke Pines, Plorida 33026

JEROME P. VENTURA

Broward (305) 438-2828 Fax (305) 438-2885

Fobruary 9, 1996

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314 ****122.50 *****122.50

RE: NETMART INTERNATIONAL, INC.

Gentlemen:

用ARTERIORED TARKET 60

Enclosed please find, for filing, one (1) original copy and one (1) photocopy of Articles of Incorporation for NETMART INTERNATIONAL, INC., together with our check in the amount of \$122.50 for your fee. Once you have filed same, kindly forward a conformed copy to the undersigned.

If you have any questions, please do not hesitate to contact my office.

Thank you for your anticipated cooperation.

Very truly yours,

Signed for Mr. Ventura in his absence to avoid delay

JEROME P. VENTURA, PA.

For the Firm

JPV:dap Enclosures SELUCIONES PH 3: 21

ARTICLES OF INCORPORATION

SO MAR 22 PH 3: 21
TALLAMASSEE, FLORIDA

ARTICLE I

NAME: The name of the Corporation is:

NETMART INTERNATIONAL, INC.

ARTICLE II

DURATION: The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE: The purpose of the Corporation is to engage in any and/or all activities or business purposes permitted under the Laws of the United States of America and the State of Florida including but not limited to any and all facets regarding:

Operating an Amway distributorship

ARTICLE IV

CAPITAL STOCK: The maximum number of shares which this corporation is authorized to have outstanding at any time is 500 shares of common stock having a ONE DOLLAR (\$1.00) par value per share.

ARTICLE V

PRE-EMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares (and securities) convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized or issued), including shares from the treasury of this corporation, in the ration that the number of shares (s)he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from one corporation, stating the prices, terms and conditions of the issue of shares, and inviting them to exercise their pre-emptive rights. This right may be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI

INFORMAL ACTION OF DIRECTORS: If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are files with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

ARTICLE VII

POWERS: The corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the State of Florida where this corporation is formed. In addition, the corporation shall have the following specific powers:

- A. To elect or appoint officers and agents of the corporation and to fix their compensation.
- B. To act as an agent for any individual, association, partnership, corporation or other legal entity.
- C. To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments.
- D. To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation.
- E. To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VIII

No contract or transaction between this corporation and any of its directors, or between this corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining

whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

ARTICLE IX

MEETING BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone as provided by law, but special meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE X

INDEMNIFICATION: The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the by-laws of this corporation pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE XI

INITIAL REGISTERED OFFICE/AGENT AND PRINCIPAL ADDRESS: The name and address of the initial registered agent and principal office of this corporation is as follows:

SHARON GREMINGER 2740 Stirrup Lane Ft Lauderdale, FL 33331

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XII

INITIAL BOARD OF DIRECTORS: This corporation shall have one director(s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

SHARON GREMINGER 2740 Stirrup Lane Ft Lauderdale, FL 33331 The person named as initial director shall hold office until the successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE XIII

INCORPORATION: The name of the incorporator is:

SHARON GREMINGER 2740 Stirrup Lane President

Ft Lauderdale, FL 33331

ARTICLE XIV

CHAPTER "S": This corporation reserves the right to function as an entity pursuant to any Internal Revenue provision, including but not limited to Chapter "S".

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the day of January, 1996.

SHARON GREMINGER

Incorporator

STATE OF FLORIDA : COUNTY OF BROWARD:

On the 3 day of January, 1996, before me personally appeared SHARON GREMINGER to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the above date.

(SEAL)

Notary Public

State of Florida at Large

My commission expires:

CATHERINE A. EDDINGTON
MY COMMISSION # CC 482479
EXPIRES: May 10, 1999
Bonded Thru Motary Public Underwriters

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AV Tech Services, Inc. at the place designated in the Articles of Incorporation, I, SHARON GREMINGER, agree to act in this capacity and agree to comply with the provisions of Section 48.091 F.S. relative to keeping open such office.

Date

(Signature of Registered Agent)

1900002.7003 ATTORNEY AT LAW

12333 Northwest 18th Street, Suite 5 Pembroke Pines, Florida 33026

JEROME P. VENTURA

Broward (954) 438-2828 Pax (954) 438-2885

August 22, 1997

Secretary of State Division of Corporations Amendment Section PO 6327 Tallahasse, FL 32314

200002303572--6 -09/25/97--01085--001 *****35.00 *****35.00

RE: NETMART INTERNATIONAL, INC.

Dear Sir/Madam:

Enclosed please find the Original and one copy of the Articles of Amendment for Netmart International, Inc. The corporation was originally filed with Tallahassee on March 22, 1996. The filing fee of \$35.00 is also included with this Amendment.

Thank you for your assistance in filing this Amendment.

Very truly yours,

Jerome P. Ventura, P.A.

For the Firm

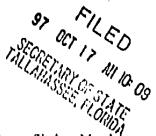
JPV:t

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SECRETARY OF STATE
FALLAHASSEE, FLORING

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Amend

ARTICLES OF AMENDMENT



The Article of the Articles of Incorporation of Netmart International, Inc. which was filed on March 22, 1996 are hereby amended to read as follows:

ARTICLE III

PURPOSE: The sole purpose of this corporation is to function as an Amway Distributorship.

This amendment was approved by the shareholders on Sept. 23, 1997 and the number of votes cast was sufficient for approval.

President Sharon D. Greminger

11
Secretary

STATE OF FLORIDA COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Steen Unemin, known to me to be the person who executed the foregoing Article of Amendment and he/she acknowledged before me that he/she executed the Article of Amendment for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set me hand and seal this 23 day of Seclution, 1997.

My Commission Expires:

JEROME P. VENTURA
Nobry Putric, Sais of Florida
My Correr, Ergieret Jan. 18, 2000
No. CC 525645
Bonded Thru William Heteret Hereite

Notary Public State of Florida



September 30, 1997

JEROME P. VENTURA, P.A. 12333 NORTHWEST 18TH STREET SUITE 5 PEMBROKE PINES, FL 33026

SUBJECT: NETMART INTERNATIONAL, INC.

Ref. Number: P96000027003

We have received your document for NETMART INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment

by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown Corporate Specialist

Letter Number: 897A00048037

JEROME P. VENTURA, P.A. ATTORNEY AT LAW

12333 Northwest 18th Street, Suite 5 Pembroke Pines, Florida 33026

JEROME P. VENTURA

Broward (954) 438-2828 Fax (954) 438-2885

October 10, 1997

Ms. Teresa Brown, Corporate Specialist Florida Department of State Division of corporations P O. Box 6327 Tallahassee, Florida 32314

RE:

Netmart International, Inc.

Ref. Number: P96000027003

My File No. 1166

Dear Ms. Brown:

Enclosed please find the Articles of Amendment for Netmart International, Inc. (original and one copy) which have been corrected as you requested in your letter of September 30, 1997. Please file the amendment and return a conformed copy to me in the stamped, self-addressed envelope enclosed herein.

Thank you for your anticipated cooperation.

Very truly yours,

JEROME P. VENTURA, P.A.

For the Firm

JPV/acd Enclosures



September 30, 1997

JEROME P. VENTURA, P.A. 12333 NORTHWEST 18TH STREET SUITE 5 PEMBROKE PINES, FL 33026

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Teresa Brown Corporate Specialist

Letter Number: 897A00048037

JEROME P. VENTURA

Fre (204) 486-480

August 22, 1997

Secretary of State
Division of Corporations
Amendment Section
PO 6327
Tallahasse, FL 32314

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Secretary

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Mr.Camina





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If you have any questions concerning the filing of your document, pieces call (860) 487-8908.

Teresa Brown Corporate Specialist

Letter Number: 897A00048037

JEROME P. VENTURA, P.A.

12333 Northwest 18th Street, Suite 5 Fembroise Pines, Florida 33026

JEROME P. VENTURA

Proward (154) 455-2606 Fax (154) 456-2606

October 10, 1997

Ms. Teresa Brown, Corporate Specialist Florida Department of State Division of corporations P. O. Box 6327 Tallahassee, Florida 32314

RE: Notwert International, Inc.

Ref. Number: P96000027003

My File No. 1166

Dear Ms. Brown:

Enclosed please find the Articles of Amendment for Netmart International, Inc. (original and one copy) which have been corrected as you requested in your letter of September 30, 1997. Please file the amendment and return a conformed copy to me in the stamped, self-addressed envelope enclosed herein.

Thank you for your anticipated cooperation.

Very truly yours,

PRIORE P. VENTURA, P.

le de Fire

JPV/sod Enclosures



September 30, 1997

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Terree Brown Corporate Specie