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TO: DIVISION OF CORPORATIONS FROM: EMIRI CORPORATE KIT COMPANY
TALLAHASSEE, FL 32308 1 FLAGLER BLVD
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FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TELENET INT'L, CORP.

FAX AUDIT NUMBER: H960000006685 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAY -9 AM 10:58
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION

5

-of-

TELENET INT'L, CORP.

I, the undersigned, for the purposes of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formulation, liability, rights, privileges, and immunities of Corporation for Profit.

ARTICLE ONE

The Name of the Corporation shall be TELENET INT'L CORP.

ARTICLE TWO

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida and the United States.

ARTICLE THREE

The Corporation is authorized to have 500 shares of Stock at a Par Value of \$1.00 per share, outstanding.

ARTICLE FOUR

The Amount of Capital that which the Corporation shall begin business with shall not be less than FIVE HUNDRED DOLLARS.

Prepared by:
ANDREW IVES, ESQUIRE,
Florida Bar No. 0964115
8781 S.W. 131 Street
Miami, Florida 33176
(305) 233-0633

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ARTICLE FIVE

The Corporation shall have perpetual existence.

ARTICLE SIX

The registered office and principle place of business for this corporation shall be 444 Brickell Ave., Suite 820, Miami, Fla. 33131.

ARTICLE SEVEN

The number of Directors shall not be less than one.

ARTICLE EIGHT

The Names and Post office addressed of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation and by-laws of the Corporation Laws of the State of Florida, shall hold office for the First Year of the corporation's existence, or until their successors are elected and have qualified, are:

Luis G. Coello, 444 Brickell Ave., Suite 820, Miami, Fla. 33131
Pres, Secretary-Treasure, Director

ARTICLE NINE

The Names and Addresses of the Subscribers to the Certificates of Incorporation are:

Luis G. Coello, 444 Brickell Ave. Suite 820, Miami, Fla. 33131

ARTICLE TEN

The Registered Agent for said Corporation is:

Luis G. Coello, 444 Brickell Ave. Suite 820, Miami, Fla. 33131

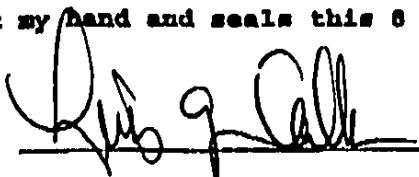
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ARTICLE ELEVEN

The Corporation shall have all the rights and powers as set forth in the Florida Statutes, Applicable to Corporations for Profit.

I THE UNDERSIGNED, being the original subscriber to the Capital stock hereinabove named for the purpose of forming a Corporation for Profit to do business, both with and without the State of Florida, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring that the facts herein stated are true, and have hereunto set my hand and seals this 8 day of May, 1996.

 (SEAL)

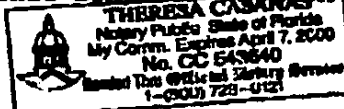
STATE OF FLORIDA }
COUNTY OF DADE } ss

ON THIS DAY, BEFORE ME, personally appeared: Luis G. Coello the Party to the foregoing Certificate of Incorporation known to me personally to be such or produced the following identification D/C, and acknowledged the said Certificate to be free and voluntary act and Deed of them, and that each statement and fact are therein truly set forth.

WITNESS my hand and Notarial Seal at Miami, Florida on this 8th day of May, 1996.

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA AT LARGE



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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

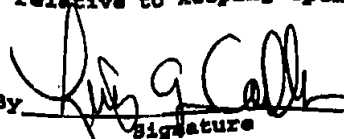
In pursuance of Chapter 607.34 Florida Statutes, the following
is submitted, in compliance with said Act:

First-That TELENET INT'L COMP. desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the articles of incorporation at City of Miami, County
of Dade, State of Florida has named Luis G. Coello agent located at
444 Brickell Ave. Suite 820, City of Miami, County of Dade, State
of Florida 33131, as its agent. to accept service of process within
this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate. I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By



Signature
Registered Agent
Luis G. Coello

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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