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SECRET
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 946455 155174A

AUTHORIZATION :

COST LIMIT : * 70.00 *Patricia Poynt*

ORDER DATE : May 8, 1996

ORDER TIME : 2:38 PM

ORDER NO. : 946455

800001816198

CUSTOMER NO: 155174A

CUSTOMER: Mr. Sol Kline
MR. SOL KLINE

Suite 307
320 Plaza Real
Boca Raton, FL 33432

DOMESTIC FILING

NAME: NETWARE COMPUTER CORP.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrena Randolph

EXAMINER'S INITIALS:

TH
5-13-96

ARTICLES OF INCORPORATION
OF
NETWARE COMPUTER CORP.

FILED
96 MAY -9 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NETWARE COMPUTER CORP.

The address of the principal office of this corporation shall be 320 Plaza Real, #307, Boca Raton, Florida 33432, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Sol Kline
Dir.

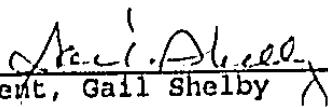
320 Plaza Real, #307,
Boca Raton, Florida 33432

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

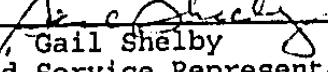
The undersigned incorporator has executed these Articles of Incorporation on May 9, 1996.



Its Agent, Gail Shelby
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Gail Shelby
Authorized Service Representative
Corporation Service Company

SBR

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