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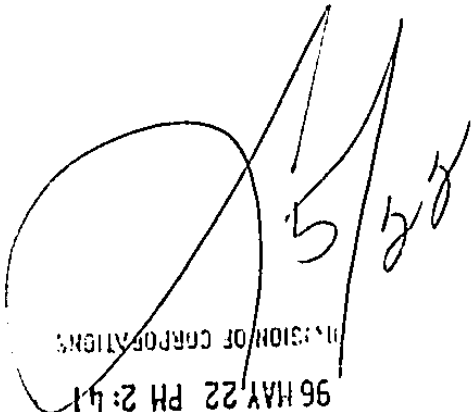
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 NAME: NETEL INTERNET SERVICES, INC.
 FAX AUDIT NUMBER: H96000007224
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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation

ARTICLE 1 NAME

The name of the corporation shall be:

NETEL INTERNET SERVICES, INC.

ARTICLE 2 PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**6900 NE 1st Avenue
Suite 300
Fort Lauderdale, FL 33334**

ARTICLE 3 SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000,000

ATTORNEY:

**Scott D. Lehman, Esquire
17890 Northeast 31st Court
Suite 3101
Miami, FL 33160
Phone: (305) 933-0385
Florida Bar Number: 7099**

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ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Scott D. Lehman, Esquire
6300 NE 1st Avenue
Suite 300
Fort Lauderdale, FL 33334

ARTICLE V INCORPORATOR

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

Scott D. Lehman, Esquire
6300 NE 1st Avenue
Suite 300
Fort Lauderdale, FL 33334

The undersigned incorporator has executed these Articles of Incorporation this 22nd day of May, 1996.



Signature

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CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

NETEL INTERNET SERVICES, INC.

2. The name and address of the registered agent and office is:

**Scott D. Lehman, Esquire
6300 NE 1st Avenue
Suite 300
Fort Lauderdale, FL 33334**

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature

5/22/96

Date

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