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PRESIDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 994613 7111621

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 20, 1996

ORDER TIME : 10:56 AM

ORDER NO. : 994613

CUSTOMER NO: 7111621

CUSTOMER: Mr. Don Davis
NETWISE DISTRIBUTION INC.

200000115659392
06/20/96-01065-029
*****70.00 *****70.00

2625 McCormick Drive
#104
Clearwater, FL 34619

DOMESTIC FILING

NAME: NETWISE DEVELOPMENT, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: *JF*

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ARTICLES OF INCORPORATION
FOR

NetWise Development, Inc.

ARTICLE I - NAME

The name of this corporation shall be NetWise Development, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organization for the purpose of transaction any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the corporation is NetWise Distribution, Inc. The street address of the initial registered office of the corporation for service of process shall be 2625 McCormick Drive #104, Clearwater, Florida 34619.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have two (2) Directors. The number of Directors may be increased or decreased from time to time by the bylaws, provided that the number of Directors shall not be less than one person at any time. The name and address of the initial Director of the corporation is:

Donald L. Davis

2625 McCormick Drive #104
Clearwater, Florida 34619

Casey R. Taylor

2625 McCormick Drive #104
Clearwater, Florida 34619

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is NetWise Distribution, Inc., 2625 McCormick Drive #104, Clearwater, Florida 34619.

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be c/o NetWise Distribution Inc., 2625 McCormick Drive #104, Clearwater, Florida 34619. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the Board of Directors at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - NO PRE-EMPTIVE

No holder of stock of the corporation of any class shall have any preferential, preemptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations, or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class, except as may be provided in any written shareholder's agreement.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of June, 1996.



Donald L. Davis
President
NetWise Distribution Inc.

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Donald L. Davis, who after being first duly sworn, deposes and says that he has read the foregoing Articles of Incorporation and that he has executed them for the purposes of establishing the corporation set forth herein.

WITNESS my hand and seal this 6th day of June, 1996



Peggy J. Taylor CC550377

NOTARY PUBLIC STATE OF FLORIDA



PEGGY J TAYLOR
My Commission CC550377
Expires Apr. 24, 2000

My Commission Expires: April 24, 2000

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT Pursuant
to Section 607.034, Florida Statutes, the undersigned hereby accepts designation as the initial
registered agent for NetWise Distribution, Inc., a Florida Corporation this 6th day of June 1996.



Donald L. Davis
c/o NetWise Distribution, Inc.
2625 McCormick Drive #104
Clearwater, Florida 34619
813-724-3314