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ATTORNEYS AT LAW

M.S. MARLIN  
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SUITE 301  
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CORAL GABLES, FLORIDA 33134  
AREA CODE 305, TELEPHONE 442-8228  
FAX 305-440-7638

SENT VIA FEDERAL EXPRESS

July 25, 1996

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
409 East Gaines St.  
Tallahassee, FL 32399

500001905575  
-07/26/96--01056--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: GENESIS 2000 NETWORK MARKETING, INC.

To Whom It May Concern:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation for the above corporation.
2. Original Resident Agent Form.
3. Check, made payable to you, in the sum of \$122.50.
4. Prepaid Federal Express airbill.

Kindly forward the certified copy of the Articles of Incorporation back to my office via Federal Express at your earliest convenience

Thank you.

Yours Truly,

  
GARY R. MARLIN

GRM:tm

Encls.

7/29/96  
JB

FILED  
JUN 26 11:10:58  
FBI - MEMPHIS

## NAME \_\_\_\_\_

## ARTICLE II

### ARTICLE III

## ARTICLE IV

## 1

All stock when issued shall be fully paid and non-assessable.

The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, or a consideration having in the judgment of the Board of Directors of the corporation a value at least equal to the full value of the stock to be issued.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this corporation is 4123 San Amaro Drive, Coral Gables, Florida, 33146, and the name of initial registered agent of this corporation at that address is MARK SHER.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and addresses of the initial director of this corporation is:

RENATO TOCANTINS  
c/o 4123 San Amaro Drive  
Coral Gables, Florida 33146

**ARTICLE VII**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of and the mailing address of this corporation shall be: 4123 San Amaro Drive, Coral Gables, Florida, 33146.

**ARTICLE VIII**

**INCORPORATORS**

The name and address of the person signing these Articles is:

RENATO TOCANTINS  
c/o 4123 San Amaro Drive  
Coral Gables, Florida 33146

**ARTICLE IX**

**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the manner provided for by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of July, 1996.

  
\_\_\_\_\_  
RENATO TOCANTINS  
SUBSCRIBER

STATE OF FLORIDA

SS

COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RENATO TOCANTINS known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that he

oxocuted these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the State and County aforesaid,  
on this 17th day of July, 1996.



Notary Public, State of Florida

My commission expires:



GARY D. MANLIN  
My Commission CO326349  
Expires Oct. 25, 1997  
Bonded by HAI  
800-422-1655

CERTIFICATE DESIGNATING INITIAL OFFICE OF CORPORATION FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING INITIAL RESIDENT  
AGENT UPON WHOM PROCESS MAY BE SERVED

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IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:  
GENESIS 2000 NETWORK MARKETING, INC., DESIRING TO ORGANIZE  
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS DESIGNATED THE  
STREET ADDRESS OF THE INITIAL OFFICE OF THIS CORPORATION AS  
BEING 4123 SAN AMARO DRIVE, CORAL GABLES, FLORIDA, 33146.  
THE NAME OF THE INITIAL RESIDENT AGENT OF THIS CORPORATION  
THAT ADDRESS IS: MARK SHER. HAVING BEEN NAMED AS INITIAL  
RESIDENT AGENT FOR THE ABOVE STATED CORPORATION, AT THE  
INITIAL OFFICE OF THE CORPORATION DESIGNATED ABOVE, I HEREBY  
ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE  
PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

BY: \_\_\_\_\_

MARK SHER  
INITIAL RESIDENT AGENT

55 JUL 26 AM 10:58  
FILED