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EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3094

FAX #: (904)922-4001
ACCT#: 072480003255
FAX #: (305)541-3770

NAME: NETWORK EDUCATION USA, INC.
AUDIT NUMBER.....H98000012213
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AUG-30-1996 17150

EMPIRE CORPORATE KIT

ARTICLES OF INCORPORATION

OF

NETWORK EDUCATION USA, INC.

SP.02/24
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FILED
AUG 14 1996
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, of NETWORK EDUCATION USA, INC., a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation is:

NETWORK EDUCATION USA, INC.

Having it's initial offices at:

8200 N.W. 27th Street Suite 102 MIAMI, Florida 33122

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Million shares, divided into two

This instrument was prepared by: **JORGE L. GONZALEZ, Esq.**
Florida Bar Number 237711
2801 Ponce De Leon Boulevard Suite 220
Coral Gables, Florida 33134
Phone: (305) 445-1457

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classes. The designation of each class, and the par value of each, is as follows:

CLASS	NUMBER OF SHARES	PAR VALUE PER SHARE
Common	900,000	\$.01
Preferred Non Voting	100,000	\$1.00

Except as otherwise provided by law or these articles, the common shareholders have exclusive voting rights and powers.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury share. This action by stockholders will not affect prior action by the Board.

The Board of Directors is hereby authorized to fix or alter the designations, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions, of preferred shares, including without limitation of the generality of the foregoing, dividend rights, dividend rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price and liquidation preferences of any wholly unsecured series of preferred shares, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of that series, but not below the number of shares of that series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of such series.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or in other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

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ARTICLE IV

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PREEMPTIVE RIGHTS

There are no Preemptive rights or restrictions on transfers of shares imposed by these articles.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Jorge L. Gonzalez
2801 Ponce De Leon Boulevard Suite 220
Coral Gables, Florida 33134

The Board of Directors may, from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than two.

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ARTICLE VIII

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INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

NAME	ADDRESS
Erio A. Schaer	8200 N.W. 27th Street Suite 102 Miami, Florida 83122
Rafael E. Garcia	8200 N.W. 27th Street Suite 102 Miami, Florida 83122

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX**INDEMNIFICATION**

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonable incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE X**REMOVAL OF DIRECTORS**

Any director of the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

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ARTICLE XI

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BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-laws made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Jorge L. Gonzalez
2801 Ponce De Leon Boulevard Suite 220
Coral Gables, Florida 33134

ARTICLE XIII

CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction, with the like force and effect as if he were no such director or officer of such other corporation or not so interested.

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ARTICLE XIV

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AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 30 day of August 1996.

By: 

Jorge L. Gonzalez

STATE OF FLORIDA)

) SS.

COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Jorge L. Gonzalez, personally known to me, or who provided _____ as identification, who did/did not take an oath and who executed the foregoing Articles of Incorporation.

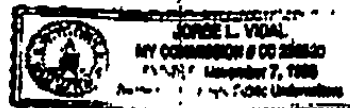
WITNESS my hand and official seal at , DADE COUNTY, FLORIDA, this 30 day of August, 1996.

Prepared by:

Jorge L. Gonzalez, Esq.
2801 Ponce De Leon Blvd, Suite 220
Coral Gables, Florida 33184
Fla. Bar No. 237711


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with Said Act:

That NETWORK EDUCATION USA, INC. desiring to organize under the laws
of the State of Florida with its principal office, as indicated in the Articles of
Incorporation at the City of Miami, County of DADE, State of Florida has named
Jorge L. Gonzalez, located at 2801 Ponce De Leon Boulevard Suite 220, Coral Gables,
Florida 33134, as its agent to accept services of process within this State.

ACKNOWLEDGEMENTS:

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



Jorge L. Gonzalez

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