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DO: DIVISION OF CORPORATIONS FAX #: (904) 922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305) 541-3694 ap FAX #: (305) 541-3770

NAME: NET OPEN CORP.
AUDIT NUMBER.....H96000013871
CORPORATION OR P.A....FLORIDA PROFIR
CERT. OF STATUS..0 PAGES..... 6
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TALLAHASSEE, FLORIDA

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1995. 45th
Annual
Meeting
of the
Society
for
Neuroscience

4-822-3709 10/03/96 15:30 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

October 3, 1996

EMPIRE

SUBJECT: NET OPEN CORP.
REF: W96000020955

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

DOC-3-1996 16:15 EMPIRE CORPORATE KIT P.01/07

B & L

H96000013871

(6)

ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:
NET OPEN CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:
9050 PINES BLVD
PEMBROKE PINES FLORIDA 33024

96 OCT -3 PM 8:16
SECY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY
AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE
OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF ONE DOLLAR (\$ 1.00)
PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS
CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS
NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE
AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:
9050 PINES BLVD
PEMBROKE PINES FLORIDA 33024

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:
MARCIO CAMPOS DE LIMA

PREPARED BY:
ELYANE BECHTINGER
B & L BUSINESS LEGAL, INC.
141 N. E. 3rd AVE. 9TH FLOOR
MIAMI, FL. 33132 (305)373-6211

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 2 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ARE:

MARCIO CAMPOS DE LIMA - PRESIDENT
LUIZ ALBERTO CAMPOS DE LIMA - VICE PRESIDENT

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

MARCIO CAMPOS DE LIMA
9050 PINES BLVD
PEMBROKE PINES FLORIDA 33024

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

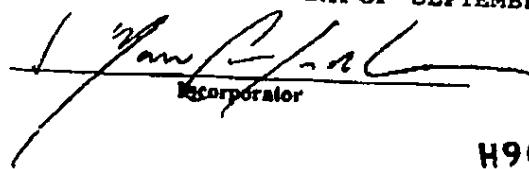
ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 24TH DAY OF SEPTEMBER OF 1996.



Incorporator

H96000013871

141 N.E. 3rd Avenue, Suite 206 - Miami, Florida 33132 - Tel: (305) 373-6211 Fax: (305) 373-7207 - E-mail: Internet: 102502.1224@compuserve.com

P.04/07

EMPIRE CORPORATE KIT

OCT-03-1996 16:16



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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT NET OPEN CORP
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS
PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA,
HAS APPOINTED:

MARCIO CAMPOS DE LIMA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
NET OPEN CORP

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION. AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 24TH DAY OF SEPTEMBER, 1996.

Marcio Campos de Lima

Registered Agent

55 OCT - 3 PM 6/4
FLORIDA
CORPORATION
REGISTERED AGENT
FILED

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STATE OF FLORIDA)

)

COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

MARCIO CAMPOS DE LIMA

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID

THIS 24TH DAY OF SEPTEMBER , 1996.

**NOTARY PUBLIC
STATE OF FLORIDA AT LARGE**

My commission expires:

H96000013871

141 N.E. 3rd Avenue - Suite 206 - Miami, Florida 33132 - Tel: (305) 373 6211 Fax: (305) 373 7207 - E-mail: 102502.1224@compuserve.com

P.06/97

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OCT-03-1996 16:16



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SPECIFIC POWER OF ATTORNEY

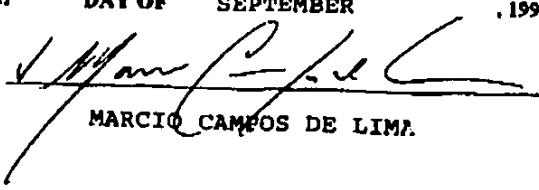
BE IT KNOWLEDGED, THAT I, MARCIO CAMPOS DE LIMA OF MIAMI, FL, THE UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO B & L BUSINESS LEGAL, INC. OF MIAMI, FL -- AS MY ATTORNEY-IN-FACT.

SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE I. R. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS 24TH DAY OF SEPTEMBER, 1996.



MARCIO CAMPOS DE LIMA

STATE OF FLORIDA
COUNTY OF DADE

On 09 / 24 / 96 before me, ELYANE BECHTINGER personally, appeared:

MARCIO CAMPOS DE LIMA

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature _____

Notary public

(Seal)

Attiant Known Prov. cod ID _____
Type of ID _____

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