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M.S. MARLIN
ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUITE 303
250 CATALONIA AVENUE
CORAL GABLES, FLORIDA 33134
AREA CODE 305, TELEPHONE 442-8228
FAX 305-440-7838

M.S. MARLIN
GARY R. MARLIN

October 3, 1996

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

100001967814
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****122.50 ****122.50

RE: OTTO'S NETWORKING, 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.

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

Thank you.

Yours truly,


GARY R. MARLIN

GRM:tm

Encls.

10-10-96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OTTO'S NETWORKING, INC.**

ARTICLE I

NAME

The name of this corporation is:

OTTO'S NETWORKING, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes: To
transact any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares, no par value.

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 registered office of this corporation is 1174 South Dixie Highway, Suite 268, Coral Gables, Florida, 33146, and the name of initial registered agent of this corporation at that address is SIEGFRIED SCHOEN.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors 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 directors of this corporation are:

SIEGFRIED SCHOEN
c/o 1174 South Dixie Highway
Suite 268
Coral Gables, FL 33146

INGRID NOVAL SCHOEN
c/o 1174 South Dixie Highway
Suite 268
Coral Gables, FL 33146

ARTICLE VII

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of and the mailing address of this corporation shall be: 1174 S. Dixie Highway, Suite 268, Coral Gables, Florida, 33146.

ARTICLE VIII

INCORPORATORS

The names and addresses of the persons signing these Articles are:

SIEGFRIED SCHOEN
c/o 1174 South Dixie Highway
Suite 268
Coral Gables, FL 33146

INGRID NOVAL SCHOEN
c/o 1174 South Dixie Highway
Suite 268
Coral Gables, FL 33146

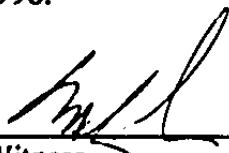
**ARTICLE IX
BY-LAWS**

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 subscribers have executed these Articles of Incorporation this 30th day of September, 1996.




Witness



Witness



SIEGFRIED SCHOEN



Witness



Witness



INGRID NOVAL SCHOEN

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TALLAHASSEE, FLORIDA

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

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:
OTTO'S NETWORKING, 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 1174 SOUTH
DIXIE HIGHWAY, SUITE 268, CORAL GABLES, FLORIDA, 33146.
THE NAME OF THE INITIAL RESIDENT AGENT OF THIS CORPORATION AT
THAT ADDRESS IS: SIEGFRIED SCHOEN. 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: 

SIEGFRIED SCHOEN
INITIAL RESIDENT AGENT