

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

P960000086007

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Net Worth One, Inc.

	CHARGED	DISBURSED
Original Certificate		
Art. of Inc. File		
Consolidated Bond		
Ltd. Partnership File		
Foreign Corp. File		
() Over Copy(s) <u>File</u>		
Art. of Amend. File		
Dissolution/Will Withdrawal		
C U B		
Fictitious Name File		
Name Reservation		
Annual Report/Informational		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		

SUBTOTALS _____

W96-22052

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>10/16</u>		
TIME			CK No. _____
BY			

WALK-IN
 Will Pick Up 2:30 WZ

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: NET WORTH ONE, INC.
Ref. Number: W96000022052

We have received your document for NET WORTH ONE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 096A00047601

Gross & Moore

ATTORNEYS AT LAW

MICHAEL J. GROSS
CHARLES O. MOORE
JANET L. BROWNETWO VINEY AVENUE, SUITE 100
ST. PETERSBURG, FLORIDA 33701TEL: (813) 321-1000
FAX: (813) 321-1001
TELETYPE: (813) 321-1002TEL: (813) 321-1000
FAX: (813) 321-1001
TELETYPE: (813) 321-1002
HALL JEFFERSON PERMANENT OFFICE

October 17, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Net Worth One, Inc.

Dear Director:

We have recently attempted to file Articles of Incorporation for Net Worth One, Inc., and have been refused because of a name similarity to Network, Inc., of Coral Springs, Florida. Net Worth One, Inc., of St. Petersburg, Florida, is in no way affiliated with Network, Inc., of Coral Springs, Florida.

The parties involved in the formation of Net Worth One, Inc., is excited and happy with this new endeavor and request that this name be accepted.

We would greatly appreciate your consideration in this regard.

Very truly yours,

GROSS & MOORE


Michael J. Gross

MJG/dw

ARTICLES OF INCORPORATION
OF
NET WORTH ONE, INC.

FILED
96 OCT 17 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

ARTICLE I
Names

The name of the Corporation is: NET WORTH ONE, INC.

ARTICLE II
Term of Existence

The date when corporate existence shall commence shall be the date of filing these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

ARTICLE III
Nature of Business

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
Powers

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other governmental state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) To elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) To make donations for the public welfare or for charitable, scientific or educational purposes;

(n) To transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of the governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

(q) To have and exercise all powers necessary or convenient to effects its purposes.

ARTICLE V Capital Stock

The Corporation is authorized to issue 100,000,000 shares having a par value of one cent (\$.01) per share, and which shall be designated as Common Stock.

ARTICLE VI Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 5530 First Avenue North, St. Petersburg, Florida 33710, its initial registered agent at such address is Michael J. Gross, Esq.

ARTICLE VII Directors

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) but no more than twenty (20) directors. The names and addresses of the initial director of the Corporation, who shall serve until his successors are duly elected and qualified, is:

Name	Address
Michael J. Gross, Esq.	5530 First Avenue North St. Petersburg, Florida 33710

ARTICLE VIII Incorporator

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

Name	Address
Michael J. Gross, Esq.	5530 First Avenue North St. Petersburg, Florida 33710

ARTICLE IX Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

ARTICLE X Indemnification

The Corporation shall indemnify any director or officer or any former director of officer, to the fullest extent permitted by law.

ARTICLE XI Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of share then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her

preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

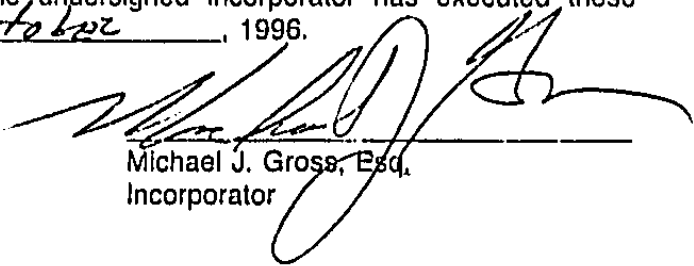
ARTICLE XII
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XIII
Principal Place of Business

The principal place of business and mailing address of this corporation shall be 5530 First Avenue North, St. Petersburg, Florida 33710.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 11th day of October, 1996.



Michael J. Gross, Esq.
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th day of October, 1996, by Michael J. Gross, who is personally known to me ☒ or who has produced _____ as identification and who ☐ did/did not ☐ take an oath.



[SEAL]

DEBRA S. WADKINS
My Comm Exp. 10/26/98
Bonded By Service Ins
No. CC416965

☒ Personally Known ☐ Other I.D.

Debra S. Wadkins
Notary Public
My Commission Expires:

Debra S. Wadkins
Print Name

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of any duties.

Dated: 10/11/96


Michael J. Gross, Esq.

FILED
96 OCT 17 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA