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100 North Tampa Street #1060
Tampa, Florida 33602 - USA
Tel: (813) 226-3006
Fax: (813) 226-3000

Friday, December 13, 1996

Division of State
Department of Corporations
P.O. Box 8327
Tallahassee, FL 32314

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-12/17/96--01104--001
***122.50 ***122.50

RE: Articles of Incorporation for GEN NETWORK OPERATIONS CENTER, INC.

Dear Sirs:

I would like to submit the enclosed Articles of Incorporation for:

GEN NETWORK OPERATIONS CENTER, INC.

Enclosed you will find payment in full for the fees that are necessary to process these articles.

Sincerely,


Thomas Helmmann

encls

lg/TH

FILED
96 DEC 16 PM 4:00
DIVISION OF STATE
TALLAHASSEE, FLORIDA

nc 12/17/96

**ARTICLES OF INCORPORATION
OF
GEN NETWORK OPERATIONS CENTER, INC.**

FILED
95 DEC 16 PM 4:00
TAMPA, FLORIDA

ARTICLE ONE

The name of the corporation is GEN NETWORK OPERATIONS CENTER, INC.

ARTICLE TWO

The duration of this corporation is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 (one million) shares of no par value.

ARTICLE FIVE

The street address of its initial registered office is 100 N. Tampa Street, Suite 1950, Tampa, Florida 33602, and the name of its initial registered agent at such address is Thomas Heimann.

ARTICLE SIX

The address of its initial designated office/place of business is: 100 N. Tampa Street, Suite 1950, Tampa, Florida 33602.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of the shareholders or until his successor/s is/are elected and qualified is:

Thomas Heimann, 100 N. Tampa Street #1950
Tampa, FL 33602

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of the Incorporator is:
Thomas Heimann, 100 N. Tampa Street, Suite 1950, Tampa, Florida 33602.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 12th day of December, 1996.



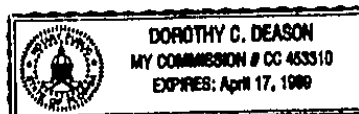
Signature of Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THE FOREGOING instrument was acknowledged and sworn to before me this 12th day of December 1996 by Thomas Heimann of GEN Network Operations Center, Inc.



Notary Public
My commission expires: _____



CERTIFICATE OF REGISTERED AGENT

The undersigned hereby certifies that he assumes position of and all responsibilities conferred by Florida Statutes as the registered Agent of
GEN NETWORK OPERATIONS CENTER, INC.

The name and address of the registered Agent is:

Thomas Helmann, 100 N. Tampa Street, Suite 1950,
Tampa, Florida 33602.

Registered Agent shall accept service for and on behalf of
GEN NETWORK OPERATIONS CENTER, INC.
at said address.



Signature of registered Agent



Signature of Incorporator

FILED
96 DEC 16 PM 4:00
TAMPA FLORIDA

THE FOREGOING instrument was acknowledged and sworn before me this 12th day of December, 1996 by Thomas Helmann, Incorporator and Registered Agent of GEN Network Operations Center, Inc.



Notary Public

My commission expires: _____

