

797000015739

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

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

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97 FEB 19 AM 11:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 19 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 2/19 12:00

RE: Networkworld (USA)
Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

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

ARTICLES OF INCORPORATION
OF
NETWORLD (USA), INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Networld (USA), Inc.

ARTICLE II CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing; provided that if such day be authorized under law; then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as provided by Florida Statutes, Chapter 607, Florida Business Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial place of business of this corporation is:

Networld (USA), Inc.
Somerset House, Blue Mountain
Providenciales
Turks and Caicos, BWI

and the name and address of the initial registered agent of this corporation is:

Roger J. Schindler, Esquire
Simon, Schindler & Sandberg, P.A.
2650 Biscayne Boulevard
Miami, Florida 33137-4590

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person, whose name and address is: Allan N. Rauw, Somerset Management Ltd., Somerset House, Blue Mountain, Providenciales, Turks and Caicos, BWI. The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Registered Agent is:

Roger J. Schindler, Esquire
Simon, Schindler & Sandberg, P.A.
2650 Biscayne Boulevard
Miami, Florida 33137-4590

ARTICLE VIII - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

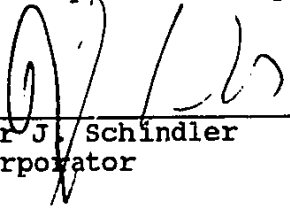
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of February, 1997.



Roger J. Schindler
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18th day of February, 1997, by Roger J. Schindler, who is personally known to me or who provided provided the following as identification _____.

Notary Public:

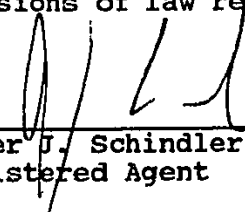
Print Name:_____

My commission expires:

CERTIFICATE OF INCORPORATION

ACCEPTANCE

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept said designation as Registered Agent and agree to comply with the provisions of law relative to keeping open said office.



Roger J. Schindler
Registered Agent

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18th day of February, 1997, by Roger J. Schindler, as Registered Agent of Networld (USA), Inc., a Florida corporation, and he is personally known to me or who produced _____ as identification.

Notary Public:

Print Name: _____

My commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA