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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS ENTERPRISES, INC. ACCT#: 072100000245
CONTACT: FRANK A RODRIGUEZ
PHONE: (561)694-8107 FAX #: (561)694-1639
NAME: VCN VIRTUAL COMMUNITY NETWORK, INC.
AUDIT NUMBER.....H97000004685
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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EFFECTIVE DATE
03-19-97

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

13/20/97

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
VCN Virtual Community Network, Inc.

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Article II. Address

The mailing address of the Corporation is:
VCN Virtual Community Network, Inc.
1770 Bay Road
Miami Beach FL 33139

EFFECTIVE DATE
03-19-97

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:

Marshall Kanner
Wolf Shlagman

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266
(561) 894-8107

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Article V. Capital Stock

The Corporation shall have the authority to issue 30,000,000 shares of common stock, par value \$.001 per share. The Corporation shall have the authority to issue 10,000,000 shares of preferred stock, par value \$.001 per share, which may be divided into series and with the preferences, limitations and relative rights determined by the Board of Directors.

Article VI. Incorporator

The name and address of the incorporator is:

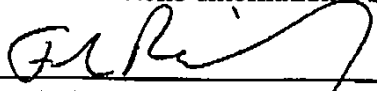
Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 19, 1997

The undersigned incorporator executed these Articles of Incorporation on
March 20, 1997

Corporate Creations International Inc.

By: 
Frank A. Rodriguez President

Corporate Creations International Inc.
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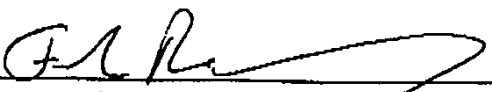
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE****CORPORATION:**

VCN Virtual Community Network, Inc.

REGISTERED AGENT/OFFICE:Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418FILED
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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Corporate Creations Enterprises, Inc.
Frank A. Rodriguez, President

Date: March 20, 1997

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