

P97000030782

Amerinet Ventures Corp.

20423 State Road 7, Suite 151
Boca Raton, FL 33498
954.258.3177

4/3/97

New Corporate Filings
Division of Corporations
409 East Gaines Street
Tallahessee, FL 32399
Attn: Loria Poole

FILED STATIONS
SECRETARY OF CORPORATIONS
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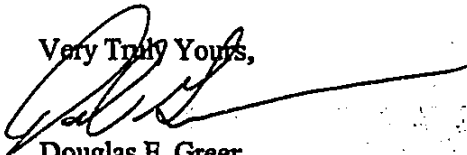
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****122.50 ****122.50

Dear Ms. Poole,

Pursuant to my conversation with your office today, I have enclosed a check in the amount of \$122.50 to cover the costs of filing Articles of Incorporation for my company AMERINET VENTURES CORP. I apologize for this inconvenience.

I you have any questions please don't hesitate to call. 561-477-5122

Very Truly Yours,



Douglas E. Greer
President

Enclosures;

W97-7728
4/4

Amerinet Ventures Corp.

20423 State Road 7, Suite 151
Boca Raton, FL 33498
954.258.3177

January 16, 1997

New Corporate Filings
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

I have included in this package two (2) originals of the Articles of Incorporation for Amerinet Ventures Corp. for filing as a corporation in the State of Florida.. Enclosed also for filing fees is a check in the amount of \$122.50 that includes sufficient funds to provide me with a certified copy by return prepaid Federal Express.

Thank -you.

Amerinet Ventures Corp.



Douglas E. Greer
For The Firm

1097-11127



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 3, 1997

AMERINET VENTURES CORP.
20423 STATE ROAD 7
SUITE 151
BOCA RATON, FL 33498

SUBJECT: AMERINET VENTURES CORP.
Ref. Number: W97000007728

We have received your document for AMERINET VENTURES CORP.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 497A00016744

ARTICLES OF INCORPORATION
of
Amerinet Ventures Corp.

The undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the provisions of the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

The name of the corporation is Amerinet Ventures Corp.

ARTICLE II: EXISTENCE AND DURATION

The period of duration of this corporation is perpetual.

ARTICLE III: PURPOSES AND POWERS

The purpose for which this corporation is organized is to engage in all lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act. In furtherance of lawful purposes, the incorporator departs from the individual ownership business structure to form Amerinet Ventures Corp., a corporation that shall have and exercise, all rights, powers and privileges now or hereafter exercisable by corporations organized under the laws of Florida. In addition, it may do everything necessary, suitable, convenient or proper for the accomplishment of any its corporate purposes.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares of common stock which this corporation shall have authority to issue is one hundred thousand (100,000) shares at par value of \$.01 per share. The common stock of the corporation that is issued and outstanding shall be entitled to vote fifty percent (50%) of the stockholder voting rights. Each holder of common stock shall be entitled to one vote for each share of common stock held. There shall be no cumulative voting by shareholders. The shareholders shall have no preemptive rights to acquire any shares of the corporation. The common stock of the corporation after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the corporation.

ARTICLE IV: INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office in the State of Florida is 20423 State Road 7, Suite 151, Boca Raton, FL 33498 and the name of its initial registered agent at said registered office is Douglas E. Greer.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE V: PRINCIPLE OFFICE

The address of the principal office of the corporation is 20423 State Road 7, Suite 151, Boca Raton, FL 33498. The corporation may maintain offices, agencies, and places of business in any other state in the United States and in foreign countries without restriction as to place, as the Board of Directors may from time to time determine or the business of the corporation may require.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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ARTICLE VII: INITIAL BOARD OF DIRECTORS

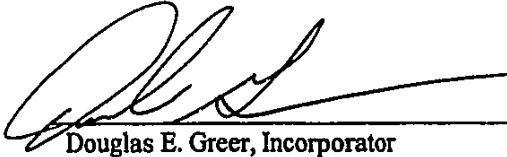
The number of directors constituting the initial board of directors of this corporation is one. The number of directors of this corporation shall not be less than one; except there need be only as many directors as there are shareholders in the event that the outstanding shares are, or initially will be, held of record by fewer than three shareholders. The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor is elected and qualified is Douglas E. Greer, 20423 State Road 7, Ste. 151, Boca Raton, FL 33498.

ARTICLE VIII: INDEMNIFICATION

As the Board of Directors may from time to time provide in the By-Laws or by resolution, the corporation may indemnify its officers, directors, agents and other persons to the extent permitted by the laws of the State of Florida.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator is Douglas E. Greer, 20423 State Road 7, Suite 151, Boca Raton, FL 33498.


Douglas E. Greer, Incorporator

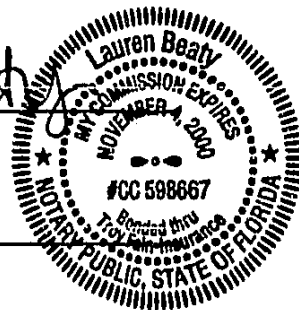
STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I, Lauren Beaty, a Notary Public, do certify that Douglas E. Greer, personally known (or proved) to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation, appeared before me first duly sworn, acknowledged that he signed said Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and that statements therein contained are true.

I accordingly have hereunto set my hand and seal this 16th day of January, 1997.

My commission expires: _____


Notary Public



City Ft. Lauderdale, County of Broward
State of Florida

Amerinet Ventures Corp.

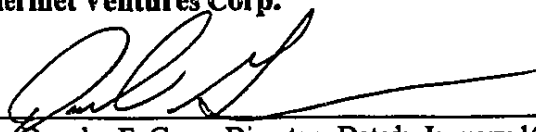
Written consent of incorporator to Organizational Action as follows:

This action is taken and executed under Section 607.0205 of the Florida Business Corporation Act this 19th day of March through this instrument by the incorporator of the above named corporation. The election of the following person to serve as the initial director of corporation until the first shareholders' meeting or until such other time at which directors are elected is Douglas E. Greer, incorporator.

Having been named its Registered Agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Amerinet Ventures Corp.

By



Douglas E. Greer, Director Dated: January 16, 1997

FILED
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DIVISION OF CORPORATIONS
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