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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHN A. RODRIGUEZ~~ *Brinkley*

PHONE: (305) 672-0686

FAX #: (305) 672-9110

NAME: CONEXUS INC.

AUDIT NUMBER.....H97000007423

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
CONEXUS, INC.

EFFECTIVE DATE

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TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
CONEXUS, INC.
9601 SW 142nd Avenue #1504
Miami FL 33186

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Jorge R. Lopez
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

Article IV. Board of Directors

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

Antonio Faratro

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.

Jorge R. Lopez | FL Bar Member 582328
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-9200

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Article V. Capital Stock

The Corporation shall have the authority to issue 3,000 shares of common stock, par value zero per share.

Article VI. Incorporator

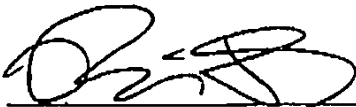
The name and address of the incorporator is:

Jorge R. Lopez
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 30, 1997

The undersigned incorporator executed these Articles of Incorporation on
May 6, 1997



JORGE R. LOPEZ
Brian R. Fons as attorney-in-fact

Jorge R. Lopez | FL Bar Member 582328
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-9200

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
CONEXUS, INC.

REGISTERED AGENT/OFFICE:

Jorge R. Lopez
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

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.



Jorge R. Lopez
Brian R. Fons as attorney-in-fact

Date: May 6, 1997

Jorge R. Lopez | FL Bar Member 582328
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
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