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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

1000002170491 ---
-10/18/97-01002-006
*****71,001 * * * * 711,001

CORPORATION(S) NAME

Network Development Fund, Inc.

Profit Corp. of Inc.

NonProfit

Limited Liability Co.

Foreign

Amendment

Merger

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other UCC Filing

Reinstatement

Reservation

Change of R.A.

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5-7

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today's date
8/5/89

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
NETWORK DEVELOPMENT FUND, INC.

FILED
97 MAY -7 AM 8:35
SAC-111
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: NETWORK DEVELOPMENT FUND, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 4846 N. UNIVERSITY DRIVE, P.O. BOX 234 LAUDER HILL, FL 33351.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS:
ONE THOUSAND

FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS: NOT APPLICABLE

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

NOT APPLICABLE

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
*****	*****	*****	*****

FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS NOT APPLICABLE

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

NOT APPLICABLE

SERIESRELATIVE RIGHTSPREFERENCES

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

NOT APPLICABLE

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:
NONE

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

NONE

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE.

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Connie Bryan
660 East Jefferson Street
Tallahassee, FL 32301

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 1st DAY OF MAY, 1997.

SIGNATURE/TITLE

Connie Bryan

FILED

97 MAY -7 AM 8:35

SECRET//
TALLAHASSEE, FLORIDA

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED May 7 , 1997

BY Connie Bryan
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(TYPE NAME OF OFFICER)

(TITLE OF OFFICER)