

P97000041327

April 27, 1997

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
DEPARTMENT OF STATE
97 MAY -6 AM 9:55

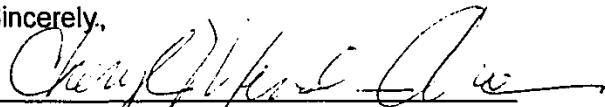
Re: GENESIS COMMUNICATIONS GROUP, INC.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Genesis Communications Group, Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee, and a separate check in the amount of \$52.50 for 1 certified copies.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



Cheryl Mendelsohn Anders
13714 Exotica Lane, Wellington, FL 33414

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 7, 1997

CSC NETWORKS

The name GENESIS COMMUNICATIONS GROUP, INC. has been reserved for 120 days beginning March 7, 1997. The reservation number is R97000001115 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Flotitlous Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Debbie Reagle

Letter number: 297A00011724

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
GENESIS COMMUNICATIONS GROUP, INC.

FILED
CLERK OF DISTRICT COURT
97 MAY -6 AM 9:55

ARTICLE I

The name of the Corporation is Genesis Communications Group, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be c/o Cheryl Mendelsohn Anders, 13714 Exotica Lane, Wellington, FL 33414.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

ARTICLE IV

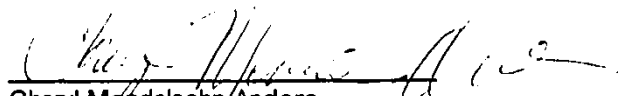
The address of the initial registered office of the Corporation is 13714 Exotica Lane, Wellington, Florida 33414, and the name of the Corporation's initial registered agent for service of process at such address is Cheryl Mendelsohn Anders.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Cheryl Mendelsohn Anders, 13714 Exotica Lane, Wellington, FL 33414.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of

May, 1997.


Cheryl Mendelsohn Anders
13714 Exotica Lane, Wellington, FL 33414

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Genesis Communications Group, Inc.
2. The name of the registered agent and office is:

Cheryl Mendelsohn Anders
13714 Exotica Lane, Wellington, Florida 33414

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

SIGNATURE

Cheryl Mendelsohn Anders

DATE

May 1, 1997

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