

P97000004407

May 5, 1997

FILED
97 MAY -7 AM 11:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

5-9-97

Dear Sirs:

Enclosed please find Articles of Incorporation for M.R.I. NETWORK INC. Also enclosed, please find a check in the amount of \$122.50 for the filing of these documents. We request the incorporation date be as of May 9, 1997.

Upon completion of the filing, please return the documents and necessary paperwork to:

Data-Flow Accounting Service, Inc.
c/o 4105 Fairview Vista Pt Unit 121
Orlando, FL 32804
(407) 522-1040

If you have any questions, please feel free to contact our office.

500002169215--2
-05/07/97--01050--002
***122.50 ***122.50

Sincerely,



Nina DeVanguardia
President

OK
5/7/97

ARTICLES OF INCORPORATION
OF
M.R.I. NETWORK INC

FILED

97 MAY -7 AM 11:43

TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be M.R.I. NETWORK INC

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation shall be 14601 Walnut Bend Way Suite 1316 Lutz, Florida 33549 and the name of the initial Registered Agent for the corporation shall be Jack Shepard whose address is 14601 Walnut Bend Way Suite 1316 Lutz, Florida 33549.

Principal office
of Corporation:

14601 Walnut Bend Way Suite 1316
Lutz, Florida 33549

Mailing address
of Corporation:

14601 Walnut Bend Way Suite 1316
Lutz, Florida 33549

5-9-97

ARTICLE V

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish compliance.

ARTICLE VI

TERM OF EXISTENCE

Effective May 9, 1997, this corporation shall exist perpetually.

ARTICLE VII

LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for any and all reasonable costs or expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII

SELF DEALING

No contract or other such transaction between the corporation and other corporations, in the absence of fraud, be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any of the directors of the corporation may vote upon any and all transaction(s) with the corporation without regard to the fact that he or she is also a director of such subsidiary or corporation.

ARTICLE IX

DIRECTORS

This corporation shall have a minimum of 2 directors.
The initial Board of Directors shall consist of:

Jack Shepard President
14601 Walnut Bend Way Suite 1316
Lutz, FL 33549

Debbie Shepard Vice President
14601 Walnut Bend Way Suite 1316
Lutz, FL 33549

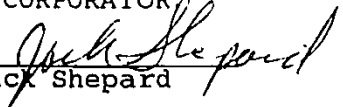
ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

Jack Shepard
14601 Walnut Bend Way Suite 1316
Lutz, FL 33549

INCORPORATOR:


Jack Shepard

FILED

97 MAY -7 AM 11:43

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

RECEIVED
TALLAHASSEE, FLORIDA


The following is submitted in compliance with the laws
of the State of Florida.

M.R.I. NETWORK INC, is a coporation organizing under the
laws of the State of Florida, with its principal office
located at 14601 Walnut Bend Way Suite 1316 Lutz, Florida
33549 has named Jack Shepard whose address is 14601 Walnut
Bend Way Suite 1316 Lutz, Florida 33549 as its Registered
Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of
process; to keep the office open during prescribed hours; to
post my name (and any other officers of said corporation
authorized to accept service of process at the above
designated address) in some conspicuous place in the office
as required by law.

Registered Agent:


Jack Shepard