



THE UNITED STATES
CORPORATION
COMPANY

P 970000 48704

ACCOUNT NO. : 072100000032

REFERENCE : 413185 84848A

AUTHORIZATION :

Patricia Poynter

COST LIMIT : \$ 78.75

ORDER DATE : June 3, 1997

ORDER TIME : 9:28 AM

ORDER NO. : 413185-005

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CUSTOMER NO: 84848A

CUSTOMER: Hugo C. Edberg, Esq
HUGO C. EDBERG, ESQ

Suite 180
300 South Hyde Park Avenue
Tampa, FL 33606

DOMESTIC FILING

NAME: SOLNET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

TALLAHASSEE, FLORIDA

97 JUN -3 PM 11:58

DIVISION OF CORPORATION

97 JUN -3 AM 10:48

RECEIVED

8

82N JUN - 3 1997

**ARTICLES OF INCORPORATION
OF
SOLNET, INC.**

FILED
97 JUN -3 AM 11:58
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of Solnet, Inc., under the Florida General Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I -- NAME

The name of this Corporation is: Solnet, Inc.

ARTICLE II -- DURATION

The period of the Corporation duration shall be perpetual or until dissolved on a vote of the Shareholders as provided by law.

ARTICLE III -- PURPOSE

The general purpose or purposes and activities for which the Corporation is formed are as follows:

A. To design and develop promotional, content and transaction Web sites. The main services will be organized as an "electronic mall" in which users can enter to obtain exclusive information and solutions. Such main services will consist of:

- (1) On-line seminars;
- (2) Exclusive travel;
- (3) Information bureau; and
- (4) Services and products retailing.

B. To make such services available electronically both nationally and

internationally by means such as, by way of illustration and not limitation, the internet.

C. To conduct the business activities of the Corporation in such a fashion as to promote the Corporation's objectives within and without the State of Florida and within and without the United States, all in accordance with the laws of the State of Florida and such other jurisdictions in which it may establish offices and/or conduct and carry out its business activities.

D. To invest the funds of this Corporation as permitted by law and to own or lease real estate and personal property as may be necessary to carry out the corporation's business.

E. To do anything necessary, suitable, convenient and proper for the accomplishment or furtherance of any of the purposes or objectives set forth herein, or for the attainment of any and all of the purposes and objects enumerated or incidental to the powers herein named which at any time may appear beneficial to the corporate activities.

ARTICLE IV -- CAPITAL STOCK

A. The Corporation shall have three classifications of capital stock. The maximum shares of corporate stock that the Corporation is authorized to issue at any one time is:

(i) One Hundred Twenty (120,000) shares of Class A Common Stock having a par value of \$25.00 per share, which shares shall have one vote per share and be without preemptive rights;

(ii) Forty thousand (40,000) shares of Class B Common Stock having a par value of \$25.00 per share, which shares shall be without preemptive rights. Class B Common Stock has no voting rights at any shareholders' meeting, and at the option of the Corporation shall be redeemable five (5) years after being initially issued by the Corporation to a shareholder. If the Corporation elects to redeem the said shares, the redemption price shall be par value plus any accrued dividends allocable to said shares, which dividends may have been

declared but not paid at the time of redemption.

(iii) Forty thousand (40,000) shares of Class C Common Stock having a par value of \$25.00 per share, which shares shall be without preemptive rights. Class C Common Stock has no voting rights at any shareholders' meeting, and at the option of the Corporation shall be redeemable three (3) years after being initially issued by the Corporation to a shareholder. If the Corporation elects to redeem the said shares, the redemption price shall be par value plus any accrued dividends allocable to said shares, which dividends may have been declared but not paid at the time of redemption.

B. All or any portion of the Capital Stock may be issued in payment of cash or other real or personal property or services, having a value which in the judgment of the Board of Directors is at least equivalent to the full value of the stock to be issued. When stock has been issued, it shall become fully paid and non-assessable. The Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for Capital Stock and their judgment of such value shall be conclusive.

C. This Corporation shall have the right to increase its Capital Stock either with or without Par Value and to provide in the event of such increase the designations, preferences, voting powers or restrictions or qualifications of voting powers of such additional stock in an amendment to its Certificate of Incorporation.

ARTICLE V -- INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Office of this Corporation is 300 South Hyde Park Avenue, Suite 180, Tampa, FL 33606, and the name of the initial Registered Agent is HUGO C. EDBERG, ESQUIRE, and the Corporation shall be authorized to open such other offices at such other locations as it shall deem suitable.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) initial Directors. The number of Directors may either be increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The names and address of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jean-Bernard Lemal	5107 Fox Hunt Drive Wesley Chapel, FL 33543
Carlos Salum	34024 Estates Lane Zephyrhills, FL 33543

ARTICLE VII -- INCORPORATOR

The name and post office address of the Incorporator(s):

<u>NAME</u>	<u>ADDRESS</u>
Jean-Bernard Lemal	5107 Fox Hunt Drive Wesley Chapel, FL 33543
Carlos Salum	34024 Estates Lane Zephyrhills, FL 33543

ARTICLE VIII -- CONTRACTS

No contract or transaction between this Corporation and any other Corporation shall be affected by the fact that any Director of this Corporation is interested in or is a director or officer of such other Corporation. Any Director, individually or jointly, may be a party to or may be interested in any contract or transaction of this Corporation which contract or transaction shall not be affected by the fact that any Director of this Corporation is a party in any way connected with such other person, firm or Corporation. Any Director of this Corporation is hereby relieved from any liability that might otherwise exist

from contracting with this Corporation for the benefit of himself or herself or any other firm, association or Corporation in which he or she may be in any way interested, provided that the fact that any contract or other transaction with this Corporation is for the benefit of himself or herself or such firm, association or Corporation in which he or she may be interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

ARTICLE IX -- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders, except that the Board of Directors may not amend or repeal any By-Laws adopted by Shareholders if the Shareholders specifically provide such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE X -- AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on Shareholders herein granted are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors proposed by them to the Shareholders and approved at a Shareholders' Meeting by the holders of a majority of the shares entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, We, the undersigned Incorporator(s) of this Corpora

tion, have executed these Articles of Incorporation in Tampa, Florida, this _____

29th day of May, 1997.

Jean-Bernard Lemal

Carlos Salum

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Jean-Bernard Lemal and Carlos Salum, to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation and who are personally known to me or who produced drivers licenses as identification.

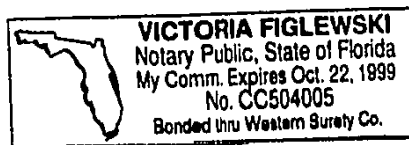
29th WITNESS my hand and official seal in the County and State named above this day of May, 1997.

Victoria Figlewski
Name: _____

Notary Public -- State of Florida

Commission No. _____

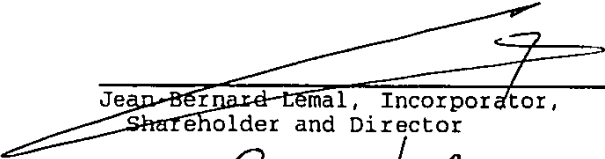
My Commission Expires: _____

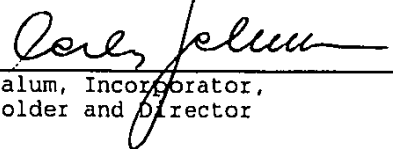


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED**

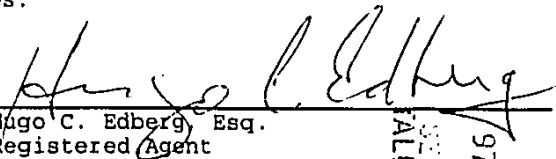
SOLNET, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 15438 North Florida Avenue, Suite 103, Tampa, FL 33613, has named Hugo C. Edberg, Esq., located at 300 South Hyde Park Avenue, Tampa, FL 33606, as its agent to accept service of process within the State of Florida.

DATED: May 29, 1997


Jean Bernard Lemal, Incorporator,
Shareholder and Director


Carlos Salum, Incorporator,
Shareholder and Director

HAVING BEEN NAMED to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all Statutes relative to the proper performance of my duties.


Hugo C. Edberg, Esq.
Registered Agent

FILED
97 JUN -3 AM 11:58
TALLAHASSEE, FLORIDA