

P97000049476

Jacob Russo
8725 N. W.18 Terrace
Miami, FL 33172

June 2, 1997

SENT VIA FEDERAL EXPRESS

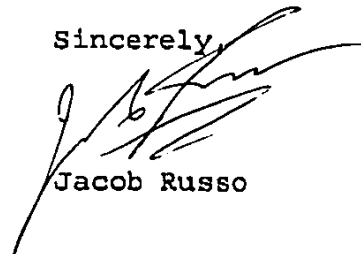
Attn: Doris McDuffie
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

800002205788--1
-06/09/97--01089--008
****122.50 ****122.50

Dear Ms. McDuffie:

Enclosed please find the Certificate of Incorporation of PCN Technologies, Inc. Please be advised that a check in the amount of \$122.50 that covers the filing fees, certified copy and registered agent designation was submitted to you on May 21, 1997.

Sincerely,



Jacob Russo

FILED
97 JUN -4 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
6/5/97

(7)

CERTIFICATE OF INCORPORATION

OF

PCN TECHNOLOGIES, INC.

FILED
97 JUN -4 AM 8:49
SEC. OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions;

ARTICLE ONE

The name of the corporation shall be:

PCN TECHNOLOGIES, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be 10,000 Shares of stock which shall be common stock of a par value of 1.00 Dollar per share. All of any part of the capital stock may be paid for either in lawful moneys of the United States of America, or in services, at a true valuation thereof.

[Handwritten signature]
6/2/97

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of 100.00 Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of the corporation shall be located at

8725 N. W. 18 Terrace
Suite 211
Miami, Fl 33172

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

[Handwritten signature]
6/2/97

ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of the Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

J.D.
6/12/97

BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
Harold Simon	8725 N. W. 18 Terrace Suite 211 Miami, Fl 33172
Marco Gateno	8725 N. W. 18 Terrace Suite 211 Miami, Fl 33172
Vladimir Stroleny	8725 N. W. 18 Terrace Suite 211 Miami, Fl 33172
Mayer Russo	8725 N. W. 18 Terrace Suite 211 Miami, Fl 33172
Jacob Russo	8725 N. W. 18 Terrace Suite 211 Miami, Fl 33172

OFFICERS

<u>Name</u>	<u>Address</u>	<u>Title</u>
Jacob Russo	8725 N. W. 18 Terrace Suite 211 Miami, Fl 33172	President
Harold Simon	8725 N. W. 18 Terrace Suite 211 Miami, Fl 33172	Secretary/ Treasurer

ARTICLE NINE

The name and address of the subscriber to this certificate of Incorporation and the number of shares of stock which the subscriber agrees to take, are as follows:


<u>Name</u>	<u>Address</u>	<u>Shares</u>
PC Networks, Inc.	8725 N. W. 18 Terrace Suite 211 Miami, Fl. 33172	100

9/8/97
6/2/97
TOTAL P.01

ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office:

8725 N. W. 18 Terrace
Suite 211
Miami, Fl 33172

The corporation does hereby designate Jacob Russo of PCN Technologies, Inc. as its Registered Agent. 

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 2nd day of June, 1997.



Jacob Russo
Incorporator

(SEAL)

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Jacob Russo, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed these articles of incorporation.



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAYBE SERVED.

FILED
97 JUN -4 AM 8:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

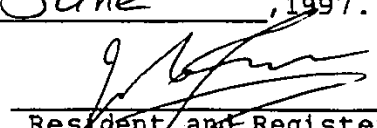
PCN TECHNOLOGIES, INC.

desiring to organize under the Laws of the State of Florida with its principal place of business in the City of Miami, County of Dade, State of Florida, has named Jacob Russo located at 8725 N. W. 18 Terrace, Suite 211 Miami, Fl. 33172 as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)


Having been named 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.

Dated this 2nd day of June, 1997.



Resident and Registered Agent
Jacob Russo

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2nd day of June, 1997.



NOTARY PUBLIC
State of Florida at Large

My Commission expires:



VLADIMIR STROLENY
My Commission DC508005
Expires Nov. 08, 1999


TOTAL P.08