

P 970 000 51182

ABEL MARTINS Requestor's Name	
7311 NW 12th ST #13 Address	
MIAMI, FL 33126 City/State/Zip	 Phone #

500002205705--8
 -06/09/97--01075--008
 ****122.50 ****122.50
 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Kool Designs Networks, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- | | | |
|-----------------------------------|---|---|
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Photocopy |
| | | <input type="checkbox"/> Certificate of State |

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED
 97 JUN -9 PM 1:44
 TALLAHASSEE, FLORIDA

PH 6/10/97

FILED

97 JUN -9 PM 1:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

KOOL DESIGNS NETWORKS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: **KOOL DESIGNS NETWORKS, INC.**

ARTICLE II - NATURE OF BUSINESS

The general nature of this business to be transacted by this corporation is: any legal business in the State of Florida or in The United States.

To conduct business in, have one or more offices in and sell, import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issues and sell or pledge bonds, debentures, notes and other evidence of property, or other instruments to secure the payment to corporate indebtedment as required.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock of this corporation is authorized to have outstanding at any time is 5.000 (Five Thousand) shares of common stock having a nominal of \$ 1.00 Par/Value.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 1,000 (One Thousand Dollars 0/100).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of this corporation on the State of Florida is: 7311 NW 12th Street #13, Miami, FL 33126. The Board of Directors may, from time to time move the principal office to any other office in Florida.

ARTICLE VII - DIRECTORS

The corporation shall have four Directors initially. The number of directors may be increased or diminished from time to time, by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INCORPORATORS DIRECTORS AND OFFICERS

The names and addresses of the incorporate and numbers of this first board of Directors are:

Abel Martins

President
Secretary

7311 NW 12th Street # 13 Miami, FL 33126.

ARTICLE IX - SUBSCRIBERS

The name and post office addresses of each subscriber to these Articles of Incorporation are:

Abel Martins

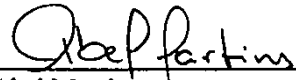
7311 NW 12th Street # 13 Miami, FL 33126.

ARTICLE X - REGISTER AGENT

The registered office shall be at: 7311 NW 12th Street # 13
Miami, FL 33126 and the registered agent being Joao C.
Mendonca.

ARTICLE XI - AMENDMENT

The Articles of Incorporation may be amended in the
manner provided by laws. Every amendment shall be approved by
holders, and approved at a stockholder meeting by a majority of
the stock entitled to vote thereon.



Abel Martins
President - Secretary



Joao C. Mendonca
Agent

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE OR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON PROCESS MAY BE
SERVED. TALLAHASSEE, FLORIDA

In compliance with section 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That, Kool Designs Networks, Inc. desiring to organize or qualify under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, and State of Florida has hereby named Joao C. Mendonca of 7311 NW 12th Street #13 Miami, FL 33126 as its agent to accept services of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate.

I hereby agree to act in this capacity, and I further agree to comply with the provision of said Act relative to keeping open said office.


Joao C. Mendonca
Register Agent

STATE OF FLORIDA

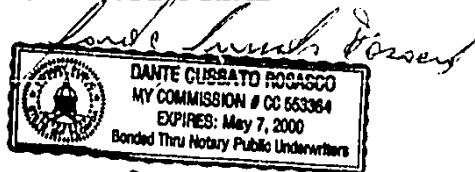
) SS

COUNTY OF DADE

I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authorities, duly authorize to administer oaths and takes acknowledgments, personally appeared, Joao C. Mendonca of Kool Designs Networks, Inc. a Florida Corporation. Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 13th day of the month of May 1997.

NOTARY PUBLIC SEAL



MY COMMISSION EXPIRES: