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7/31/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305) 672-0686

FAX #: (305) 672-9110

LMS

NAME: CODENET, INC.

AUDIT NUMBER.....H97000012489

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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## ARTICLES OF INCORPORATION

### Article I. Name

EFFECTIVE DATE  
7-30-97

The name of this Florida corporation is:  
CodeNet, Inc.

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TALLAHASSEE, FLORIDA

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### Article II. Address

The mailing address of the Corporation is:  
CodeNet, Inc.  
2601 South Bayshore Drive  
Suite 1500  
Miami FL 33133

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Allen D. Fuller, Esq.  
2601 South Bayshore Drive  
Suite 1500  
Miami FL 33133

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Joshua Fuller

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Allen D. Fuller | FL Bar Member 131542  
2601 South Bayshore Drive  
Suite 1500  
Miami FL 33133  
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

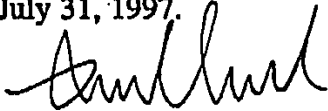
The name and address of the incorporator is:

Allen D. Fuller, esq.  
2601 South Bayshore Drive  
Suite 1500  
Miami FL 33133

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 30, 1997.

The undersigned incorporator executed these Articles of Incorporation on July 31, 1997.



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ALLEN D. FULLER, ESQ.  
by L.A. Uriarte as attorney-in-fact

Allen D. Fuller I FL Bar Member 131542  
2601 South Bayshore Drive  
Suite 1500  
Miami FL 33133  
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

CORPORATION:  
CodeNet, Inc.

REGISTERED AGENT/OFFICE:

Allen D. Fuller, Esq.  
2601 South Bayshore Drive  
Suite 1500  
Miami FL 33133

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ALLEN D. FULLER, ESQ.  
by L.A. Uriarte as attorney-in-fact

Date: July 31, 1997

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