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JIM SIERRA & ASSOCIATES

9290 SUNSET DRIVE STE 105

MIAMI, FL 33173

TEL. (305) 271-7310

July 10, 1997

SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA 32304

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-08/20/97--01081--007
****122.50 ****122.50

RE: UPLINE NET, INC.

Gentlemen,

Enclosed herewith are the Article of Incorporation of UPLINE NET, INC. and a check in the amount as follows:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent fee	35.00
TOTAL	\$122.50

Please mail copies of the documents to the above address. Thank you.

Very truly yours,

JIM SIERRA & ASSOCIATES

FILED
97 AUG 20 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/12/97

ARTICLES OF INCORPORATION

- OF -

UPLINE NET, INC.

We, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

UPLINE NET, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

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97 AUG 23 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

1725 SW 57TH AVE
CORAL GABLES, FL 33134

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The name and street address of the member of the first Board of Directors of this corporation are as follows:

MAITE ALVAREZ

1725 SW 57TH AVE
CORAL GABLES, FL 33134

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

MAITE ALVAREZ

1725 SW 57TH AVE
CORAL GABLES, FL 33134

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

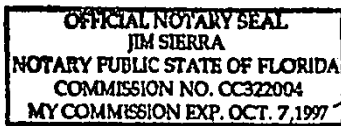
IN WITNESS WHEREOF, the undersigned MAITE ALVAREZ, being natural person(s), competent to contract, have here unto set his/their hands and seal this 10 July, 1997.


MAITE ALVAREZ

**STATE OF FLORIDA) S.S.
COUNTY OF DADE)**

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared MAITE ALVAREZ, known and known to me, to be the person(s) described herein and who executed the foregoing Article of Incorporation, and he/she/they acknowledged before me that he/she/they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 10 July, 1997




JIM SIERRA

My commission expires:

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:
FIRST THAT: UPLINE NET, INC

WITH ITS PLACE OF BUSINESS AT 1725 SW 57TH AVE CORAL GABLES, FL 33134

HAS NAMED MAITE ALVAREZ
(Name of registered Agent)

LOCATED AT 1725 SW 57TH AVE CORAL GABLES, FL 33134
(Street address and number of building - PO Box address ARE NOT acceptable)

CITY OF MIAMI, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE *Maite Alvarez*
(Corporate Officer)

TITLE President

DATE 7/10/97

I, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *Maite Alvarez*
(Registered Agent)

DATE 7/10/97

FILED
97 AUG 20 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA