

P97000090120

S

12:55 PM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000017373 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NETEXCHANGE TRADEGUIDE INC.

AUDIT NUMBER.....H97000017373

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

CERT. OF STATUS..0

PAGES.....7

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM

Connect: 00:01:41

FILED  
97 OCT 20 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight OCT 21 1997

4497000017373

⑦

**ARTICLES OF INCORPORATION  
OF  
NETEXCHANGE TRADEGUIDE INC.**

THE UNDERSIGNED, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME:** The name of this Corporation is NETEXCHANGE TRADEGUIDE INC., and its principal place of business is 6840 S.W. 45<sup>th</sup> Lane, No. 7, Miami, Florida 33155.

**ARTICLE II**

**DURATION:** This Corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

**ARTICLE III**

**PURPOSES:** The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Brian N. Nelson, Esquire (Fla. Bar 0067059)  
C/o Wampler, Buchanan & Broth, P.A.  
900 SunTrust Building  
777 Brickell Avenue  
Miami, Florida 33131  
Telephone: (305) 577-0044  
Telefax: (305) 577-8545

FILED  
97 OCT 20 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4497000017373

447000017373

#### ARTICLE IV

**AUTHORIZED SHARES:** The capital stock of this Corporation shall be 2,000 Shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

#### ARTICLE V

**REGISTERED AGENT AND OFFICE:** The initial registered agent of this Corporation and his address are as follows: Brian H. Nelson, Esquire, Wampler, Buchanan & Breen, P.A., 900 SunTrust Building, 777 Brickell Avenue, Miami, Florida 33131.

#### ARTICLE VI

##### **BOARD OF DIRECTORS:**

1. The number of Directors of this Corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

2. The Corporation shall initially have one (1) Director. The name and address

1197000017373

of the initial Director are as follows:

NAME

BRIAN H. NELSON

ADDRESS

6840 S.W. 45<sup>th</sup> Lane, No. 7  
Miami, Florida 33155

ARTICLE VII

INCORPORATOR: The name and address of the Incorporator of these Articles of Incorporation are as follows: Brian H. Nelson, 6840 S.W. 45<sup>th</sup> Lane, No. 7, Miami, Florida 33155.

ARTICLE VIII

ADDITIONAL PROVISIONS: The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the Corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

4497000017373

2. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in the Corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the Corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid this 20<sup>th</sup> day of October, 1987.

  
Brian H. Nelson  
Incorporator

1170000 17373

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

ss.

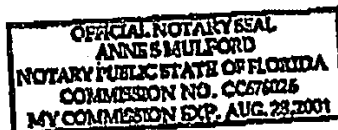
The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of October, 1997, by BRIAN H. NELSON, who is personally known or produced                                      as identification.

NOTARY PUBLIC:

Sign: Anne S. Mulford

Print: ANNE S. MULFORD  
State of Florida at Large

My Commission Expires:




447000017373

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

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: NETEXCHANGE TRADEGUIDE INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named Brian H. Nelson, Esquire, located at C/o Wampler, Buchanan & Breen, P.A., 800 SunTrust Building, 777 Brickell Avenue, Miami, Florida 33131, as its agent to accept service 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 accept to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.0505 of the Florida Statutes.

  
Brian H. Nelson, Esquire  
Registered Agent

FILED  
97 OCT 20 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PACIENTS@HINASTING.VPD