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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT
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NAME: CXNET CORPORATION

AUDIT NUMBER.....H97000017502

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

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
CXnet CORPORATION**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is CXnet Corporation.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 3073 N.W. 82nd Avenue, Miami, Florida 33122.

ARTICLE III

Shares

The corporation shall have authority to issue 20 million common shares with a par value of \$.001 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is One Harbour Place, Suite 500, Tampa, Florida 33602, and the name of its initial registered agent at that address is Paul C. Davis.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

Paul C. Davis

Address

One Harbour Place
Suite 500
Tampa, Florida 33602

Paul C. Davis, Esq.
Carlton Fields
P.O. Box 3239
Tampa, FL 33601
Ph: 813-223-7000/Fax: 813-229-4133
Fla. Bar No. 283691

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ARTICLE VI
Initial Director

The corporation initially shall have one (1) director, whose name and address is:

NameAddress

Clark Riley

428 Chestnut
Winnetka, Illinois 60093

Dated this 21st day of October 1997.


Paul C. Davis, Incorporator**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 21st day of October 1997.


Paul C. Davis, Registered Agent

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