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ROBERT BAUCHLE
1530 Antoinette Court
Oviedo, Florida 32765

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 1:10

November 14, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir:

Enclosed you will find an original and one copy of the Articles of Incorporation for B-Net, Inc. along with the registered agent certificate.

Also, you will find my check in the amount of \$122.50 broken down as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00

TOTAL	\$122.50

Please file these Articles of Incorporation and send me a certified copy at the above address.

Very truly yours,



Robert Bauchle

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RB/jac
Enclosures

D. BROWN NOV 21 1997

B-NET, INC.

ARTICLES OF INCORPORATION

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The undersigned, acting as the subscriber of a corporation under the Florida Corporation Law, adopts the following Articles of Incorporation for such corporation:

1.

Name

The name of the corporation is:

B-Net, INC.

2.

Purpose

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

3.

Stock

The maximum number of shares the corporation shall have the authority to issue is ONE THOUSAND (1,000) shares of capital stock with a par value of \$1.00 PER SHARE. ONE HUNDRED (100) shares of the capital stock of the corporation shall be issued for cash at a par value of \$1.00 per share as the initial issue.

4.

Capital

The amount of capital with which the corporation shall begin business is not less than One Hundred Dollars (\$100.00).

5.

Existence

The corporation shall have perpetual existence.

6.

Address

The initial street address in Florida of the principal office of the corporation is :

1530 Antoinette Court
Oviedo, Florida 32765

7.

Board of Directors

The number of Directors of the Board of Directors of the corporation shall be not less than one (1) nor more than ten (10).

8.

Initial Directors

The name and address of the person who shall serve as Director until the First Annual Meeting of the Shareholders, or until his successors shall have been selected and qualified, is as follows:

Robert Bauchle
1530 Antoinette Court
Oviedo, Florida 32765

9.

Initial Subscriber

The name and address of the initial subscriber is as follows:

Robert Bauchle
1530 Antoinette Court
Oviedo, Florida 32765


IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Winter Park, Orange County, Florida on November 14, 1997.


Robert Bauchle

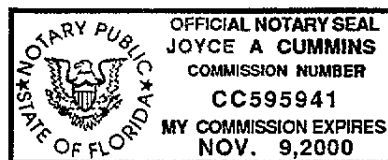
STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Robert Bauchle, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the State and County aforementioned on November 14, 1997.


Joyce A. Cummins
Notary Public
State of Florida, at large

My commission expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 1:11

CERTIFICATE DESIGNATING THE
PLACE OF BUSINESS FOR
SERVICE OF PROCESS WITHIN FLORIDA, AND
NAMING THE AGENT UPON WHO PROCESS MAY BE
SERVED.

In compliance with F.S. 48.091, the following is submitted:

That B-Net, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Oviedo, Seminole County, Florida, has named Robert Bauchle located at 1530 Antoinette Court, Oviedo, Florida 32765 as its agent to accept service of process within Florida.

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 agree to comply with the provision of said Act relative to keeping open said office.

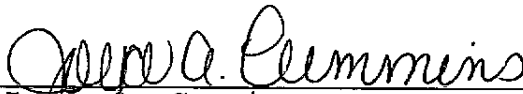
BY:


Robert Bauchle

STATE OF FLORIDA)
) SS
COUNTY OF ORANGE)

Before me, the undersigned authority, personally appeared Robert Bauchle who is to me known to be the person described in and who executed the above Designation of Resident Agent and he did freely and voluntarily acknowledge before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Winter Park, Orange County, Florida on November 14, 1997.


Joyce A. Cummins
Notary Public
State of Florida, at large

My commission expires:

