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LAW OFFICES OF  
**JAMES M. HAMMOND**

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BELCHER POINT PROFESSIONAL CENTER  
1831 N. BELCHER ROAD, SUITE A-1  
CLEARWATER, FL 33765

JAMES M. HAMMOND  
LISA M. DIEM

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(813) 791-0044  
FAX (813) 791-1130

November 17, 1997

EFFECTIVE DATE  
1-1-98

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-11/20/97--01068--014  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**Re: Incorporation of Net Works International, Inc.**

Dear Sir/Madam:

I enclose herein an original and copy of Articles of Incorporation and Certificate Designating and Acceptance of Registered Agent for the above-named corporation. In addition, a check in the amount of \$122.50 representing the following fees as enclosed:

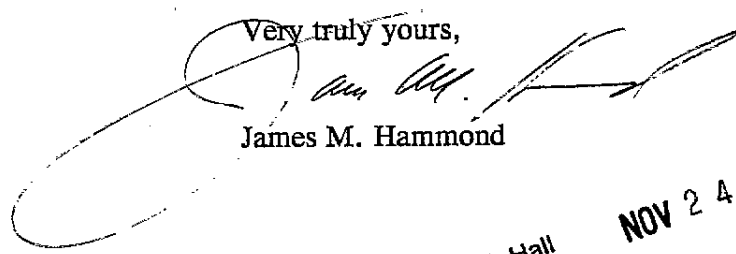
Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
Total:	\$122.50

Note that the commencement date in the Articles of Incorporation is January 1, 1998.

Please file the original Articles of Incorporation and return a certified copy thereof to the undersigned at your earliest convenience. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter is appreciated.

Very truly yours,

  
James M. Hammond

JMH/agw  
encl.

P. Hall

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ARTICLES OF INCORPORATION SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

EFFECTIVE DATE

1-1-98

Net Works International, Inc.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is: Net Works International, Inc.

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence commencing on January 1, 1998, which will be subsequent to the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III**

**PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the directors, at least equivalent to the full value of the stock so to be issued as herein above set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and the judgment of such value shall be conclusive.

Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers of such additional stock, in an amendment to these Articles of Incorporation.

#### **ARTICLE V**

##### **PRINCIPAL OFFICE OF THE CORPORATION**

The principal office and the mailing address of this Corporation is 8966 - 143<sup>rd</sup> Street North, Largo, FL 33776.

#### **ARTICLE VI**

##### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 1831 N. Belcher Road, Suite A-1, Clearwater, FL 33765, and the name of the initial registered agent of this Corporation at such address is James M. Hammond, Esq.

#### **ARTICLE VII**

##### **PRE-EMPTIVE RIGHTS**

The shareholders of this Corporation have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within 30 days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to Corporation within 30 days of receipt of notice from the Corporation.

**ARTICLE VIII**  
**INCORPORATORS**

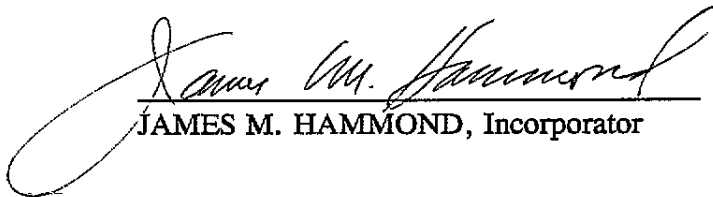
The name and address of the Corporation's incorporator is:

James M. Hammond, Esq.  
1831 N. Belcher Road  
Suite A-1  
Clearwater, FL 33765

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 17 day of November, 1997.

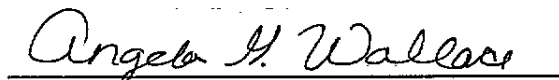
  
JAMES M. HAMMOND, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of November, 1997, by JAMES M. HAMMOND, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.



ANGELA G. WALLACE  
COMMISSION # CC 54476  
EXPIRES APR 22, 2000  
BONDED THRU  
ATLANTIC BONDING CO. INC.

  
ANGELA G. WALLACE  
Notary Public  
My commission expires: 4/22/00

**Designation and Acceptance of Registered Agent**

FILED  
97 NOV 20 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

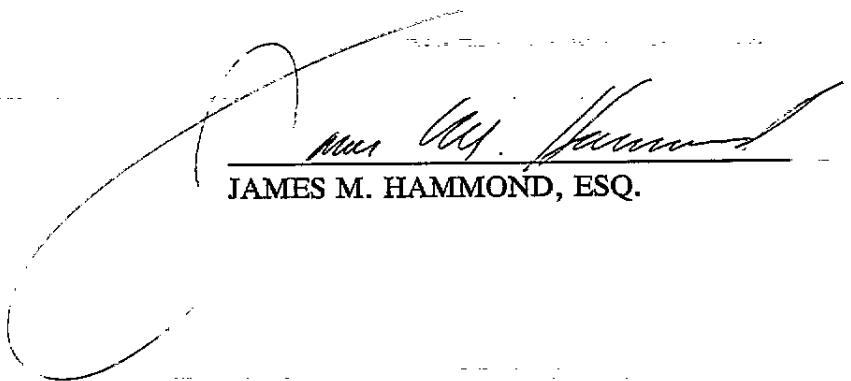
Pursuant to the provisions of Florida Statute §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Net Works International, Inc.
2. The name of the registered agent is James M. Hammond, Esq.
3. The address of the registered agent/registered office is 1831 N. Belcher Road, Suite A-1, Clearwater, FL 33765.

**Acceptance**

Having been named as registered agent and designated to accept service of process for the above corporation, 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 obligations of my position as registered agent.

Dated: November 17, 1997.

  
JAMES M. HAMMOND, ESQ.