

Charter Number Only

P9800000/988

FILED

98 JAN -8 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-07-98 mavi's

Scott Hecker

Requestor's Name

517 SW 1st Ave.

Address

Ft. Lauderdale, FL 33301

City

State

ZIP

Phone

954-523-3811

VALIDATION ONLY

700002393827--0
-01/08/98-01036-031
****122.50 ****122.50

CORPORATION(S) NAME

NET EXCHANGE, INC.



Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal	
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input type="checkbox"/> Mail Out
<input checked="" type="checkbox"/> Pick Up		

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy

RECEIVED
98 JAN -8 AM 11:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CR2E031 (R8-85)

R Rolfe

JAN

8 1998

ARTICLES OF INCORPORATION

OF

NET EXCHANGE, INC.

FILED
98 JAN -8 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be NET EXCHANGE, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PLACE OF BUSINESS

The corporation's principal place of business shall be 12219 NW 35 St., Coral Springs, Florida, 33065.

ARTICLE IV - GENERAL PURPOSES

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

(I) The corporation shall have authority to issue one thousand shares (1,000) of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

(II) 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 Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter 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 their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 12219 NW 35 St., Coral Springs, Florida, 33065, and the name of its initial registered agent at said address is STEVEN SPILMAN.

ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one (1) director, and shall have one (1) director initially. The number of directors may be increased from time to time by amendment of the By-Laws.

(II) The name and address of the person who is to serve as director until the first annual meeting of shareholders or until its successors are elected and qualify, is STEVEN SPILMAN.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is STEVEN SPILMAN, 12219 NW 35 St., Coral Springs, Florida, 33065.

IN WITNESS WHEREOF, the undersigned incorporator has executed

IN WITNESS WHEREOF, the undersigned incorporator has executed
the foregoing Articles of Incorporation this 30 day of
DECEMBER, 1997.

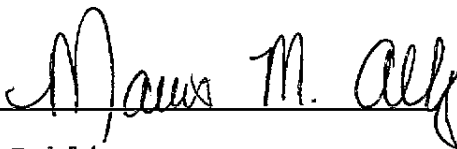

STEVEN SPILMAN

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared STEVEN SPILMAN, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and STEVEN SPILMAN, did freely and voluntarily acknowledge before me according to the law that she 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 official seal in the State and County last aforesaid, this 30 day of DECEMBER, 1997.



Notary Public

State of Florida at Large

My Commission Expires:



Mavis M. Ailly
MY COMMISSION # CCS25582 EXPIRES
February 16, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR

THE SERVICE OF PROCESS WITHIN FLORIDA

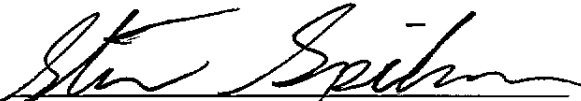
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091, Florida Statutes,

THAT NET EXCHANGE, INC., a corporation organizing under the laws of the State of Florida, has named STEVEN SPILMAN, as its Registered Agent to accept service of process within this State, whose registered office is located at 12219 NW 35 St., Coral Springs, Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties.



STEVEN SPILMAN
12219 NW 35 St.
Coral Springs, FL 33065
Registered Agent

FILED
98 JAN -8 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA