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TRANSMITTAL LETTER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -7 AM 11:01

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

900002333219-8  
-01/07/98-01101-018  
\*\*\*122.50 \*\*\*122.50

SUBJECT: KnewNet, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: CARLOS E. TORRES-SUAREZ  
Name (Printed or typed)

22 WEST LAKE BEAUTY DRIVE, SUITE 304-B  
Address

ORLANDO, FLORIDA 32806  
City, State & Zip

(407) 849-6111  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN JAN - 9 1998

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**ARTICLES OF INCORPORATION**  
*of*  
**KnewNet, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act , hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is **KnewNet, Inc.**

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
22 W. Lake Beauty Drive, Suite 304-B  
Orlando, Florida 32806

**ARTICLE III**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 999,999 shares with a par value of \$1.00 per share.

**ARTICLE IV**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Carlos E. Torres-Suarez  
KnewNet, Inc.  
22 Lake Beauty Dr., Ste.304-B  
Orange County  
Orlando, FL 32806

**ARTICLE V  
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI  
DIRECTORS**

The names and addresses of the persons constituting the initial board of directors are:

Carlos E. Torres-Suarez  
22 Lake Beauty Drive, Ste. 304-B  
Orlando, Florida 32806

Rose Ann DiGangi-Schneider  
1880 Southwest Crane Ave.  
Palm City, FL 34990

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into three classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

**ARTICLE VII  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII  
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

**ARTICLE IX  
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are:

Carlos E. Torres-Suarez  
22 Lake Beauty Drive, Ste. 304-B  
Orlando, Florida 32806

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**Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

*Carlos E. Torres Suarez*

Carlos E. Torres-Suarez, Incorporator  
22 Lake Beauty Dr., Ste 304-B  
Orlando, FL 32806

*January 6, 1998*  
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

*Carlos E. Torres Suarez*

Carlos E. Torres-Suarez/ Registered Agent

*JANUARY 6, 1998*  
Date