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TRANSMITTAL LETTER

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

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-01/12/98--01064--003
***131.25 ***131.25

SUBJECT: The NET1 Marketing Company
(Proposed corporate name - must include suffix)

Enclosed is an original and ^{two (2) copies} ~~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: Rudranath Beharrysingh
Name (Printed or typed)

3320 S.W. 16th ST.
Address

Ft. Lauderdale, FL. 33312
City, State & Zip

(954) 316 - 8453
Daytime Telephone number

FILED
98 JAN 12 AM 11:10
STATE
TALLAHASSEE, FLORIDA

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

B22 1-13-98

ARTICLES OF INCORPORATION

OF

The NETI Marketing Company

ARTICLE I. NAME

The name of this corporation shall be The NETI Marketing Company.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of Marketing and engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 par value shares of common capital stock, and 10,000 par value shares of preferred capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Articles Of Incorporation Of The NETI Marketing Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two(2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as members of the Initial Board Of Directors are:

RUDRANATH BEHARRYSINGH
3320 S.W. 16th Street,
Ft. Lauderdale, FL 33312

SAMANTHA BEHARRYSINGH
3320 S.W. 16th Street,
Ft. Lauderdale, FL 33312

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 3320 S.W. 16th Street, Ft. Lauderdale, FL 33312.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: RUDRANATH BEHARRYSINGH.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: RUDRANATH BEHARRYSINGH, 3320 S.W. 16th Street, Ft. Lauderdale, FL 33312.


ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



RUDRANATH BEHARRYSINGH - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of The NETI Marketing Company. I hereby state that I am familiar with and accept duties and responsibilities as registered agent for The NETI Marketing Company.



RUDRANATH BEHARRYSINGH - Registered Agent

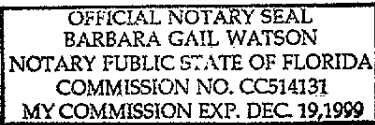
State Of FLORIDA

County Of Broward

On January 8, 1998, RUDRANATH BEHARRYSINGH, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of The NETI Marketing Company.

Barbara Gail Watson
Notary Public

Commission Expiration Date:



FILED
98 JAN 12 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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