

898000004211

Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

January 7, 1998

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

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-01/15/98--01079--014
****122.50 ****122.50


RE: Netmerchants, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$122.50 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,


Mark Hankins
President

FILED
98 JAN 12 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


1/14/98

Articles Of Incorporation
OF
NETMERCHANTS INC.

FILED
98 JAN 12 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is NETMERCHANTS INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (1) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

BRENT D. WILLIAMS
4540 CARAMBOLA CIRCLE SOUTH
COCONUT CREEK, FL 33066

DAVID J. AXEL
686 ITHACA PLACE
EAST WINDSOR, NJ 08520

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SEVENTH: The name and address of the incorporator is:

MARK HANKINS
701 BRICKELL KEY BLVD. STE 604
MIAMI, FL 33131

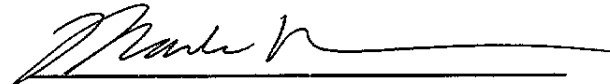
EIGHTH: The name and address of the initial registered agent and the initial registered office is:

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE. STE. 900
MIAMI, FL 33131

NINTH: The mailing address and principal office of the corporation is:

NETMERCHANTS INC.
4540 CARAMBOLA CIRCLE SOUTH
COCONUT CREEK, FL 33066

DATED: January 7, 1998



MARK HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

By: 
MARK HANKINS, President