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LAW OFFICES
PAUL M. MARMISH, P.A.
P.O. BOX 45-2536
MIAMI, FLORIDA 33245
(305) 860-3869
FAX (305) 860-3872

VIA-FEDERAL EXPRESS

January 22, 1998

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
1-22-98

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-01/23/98--01080--007
****122.50 ****122.50

Re: Articles of Incorporation for
PowerNet Group, Inc.

Ladies and Gentlemen:

Please find enclosed herewith duplicate executed originals of the Articles of Incorporation of PowerNet Group, Inc. together with our firm check payable to your order in the amount of \$122.50, which represents the filing fee and the fee for one certified copy of the Articles.

After the Articles of Incorporation have been filed, please return the certified copy of same to the undersigned in the stamped, self-addressed envelope provided.

Additionally, enclosed please consent letters from PowerNet International, Inc., PowerNet Solutions, Inc., and PowerNet Interactive, Inc. which evidences the consent of each of those corporations to the use of the name by this related corporation..

Your courtesy and cooperation in this regard is most appreciated.

Sincerely yours,



PAUL M. MARMISH
For the Firm

PMM/rrg
Enclosure

FILED
98 JAN 23 AM 8:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mfm 1-27-98

POWERNET SOLUTIONS, INC.
3191 CORAL WAY
SUITE 115-133
MIAMI, FLORIDA 33145

CONSENT

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

Re: PowerNet Group, Inc.

Gentlemen:

Please be advised that the undersigned, as Vice-President and a Director of PowerNet Solutions, Inc., a Florida corporation, does hereby consent to the use of the similar corporate name of PowerNet Group, Inc.

PowerNet Solutions, Inc.

BY: 

Alexander Aklefi

Title: Vice-President and Director

Date: January 21, 1998

**POWERNET INTERNATIONAL, INC.
3191 CORAL WAY
SUITE 115-133
MIAMI, FLORIDA 33145**

CONSENT

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

Re: PowerNet Group, Inc.

Gentlemen:

Please be advised that the undersigned, as President and a Director of PowerNet International, Inc., a Florida corporation, does hereby consent to the use of the similar corporate name of PowerNet Group, Inc.

PowerNet International, Inc.

BY: 

Alexander Akleti

Title: President and Director

Date: January 21, 1998

**POWERNET INTERACTIVE, INC.
3191 CORAL WAY
SUITE 115-133
MIAMI, FLORIDA 33145**

CONSENT

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

Re: PowerNet Group, Inc.

Gentlemen:

Please be advised that the undersigned, as President and a Director of PowerNet Interactive, Inc., a Florida corporation, does hereby consent to the use of the similar corporate name of PowerNet Group, Inc.

PowerNet Interactive, Inc.

BY: 

Alexander Aklepi A.A.

Title: President and Director

Date: January 21, 1998

ARTICLES OF INCORPORATION

OF

PowerNet Group, Inc.

ARTICLE I

NAME

The name of the Corporation is:

PowerNet Group, Inc.

ARTICLE II

DURATION

The Corporation shall exist in perpetuity.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata shares thereof, as nearly as many be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

RIGHTS OF SHARES OF CAPITAL STOCK

The entire voting power of the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting shares.

EFFECTIVE DATE
1-22-98

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE VIII

PRINCIPAL OFFICE ADDRESS FOR CORPORATION

The address of the principal office of the Corporation is: 5105 SW 63rd Court,
Miami, FL 33155.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent and Registered Office of the Corporation are: Paul M. Marmish, Esquire, 1670 Micanopy Avenue, Coconut Grove, Florida 33133.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The Corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the Corporation. The name and address of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Barbara Reynaud	5105 SW 63 rd Court Miami, FL 33155
Jamie Klein-Aklepi	3191 Coral Way Suite 115-133 Miami, FL 33145

ARTICLE X

INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Barbara Reynaud	5105 SW 63 rd Court Miami, FL 33155

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the 22nd day of January, 1998.

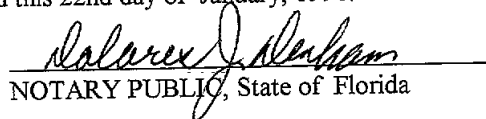

BARBARA REYNAUD

STATE OF FLORIDA)

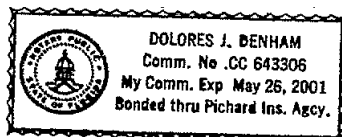
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared BARBARA REYNAUD, known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 22nd day of January, 1998.


NOTARY PUBLIC, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAME AGENT UPON WHOM PROCESS
MAY BE SERVED.


In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First—That **PowerNet Group, Inc.** desiring to organize under the laws
of the State of Florida with its principal office, as indicated in the Articles of
Incorporation, at the City of Miami, has named PAUL M. MARMISH,
located at 1670 Micanopy Avenue, Coconut Grove, FL 33133, County of
Dade, State of Florida, as its agent to accept service of process within this
state and such agent hereby accepts the obligation of 307.325 F.S.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED
AGENT)

Having been named to accept service of process for the above state
Corporation, at the place designated in this Certificate, PAUL M. MARMISH
hereby accepts to act in this capacity, and agrees to comply with the provision
of said Act relative to keeping open said office.

Dated: January 22, 1998.



PAUL M. MARMISH
Registered Agent

FILED
98 JAN 23 AM 8:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA