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P98000009814

January 27, 1998

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

Attention: New Filings Dept.

Re: NETSIM, INC. (Old Name)
Simnett, Inc. (Revised Name)
Ref #: W98000000972
Articles of Incorporation

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-01/13/98--01088--012
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FILED
98 JAN 30 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

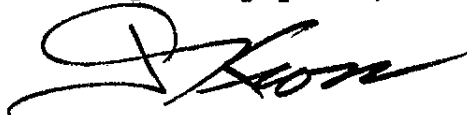
Dear Sir or Madam:

Enclosed for filing please find executed original and duplicate original of the **revised** Articles of Incorporation of the above referenced corporation in accordance with your letter, reference number: 498A00002219 (a copy of which is enclosed.)

Kindly file said Articles of Incorporation and return a certified copy of same to this office upon completion of the filing process.

Should there be any question, please do not hesitate to let us know. Thank you.

Very truly yours,



Jonathan P. Kross

JPK:cm
Enclosures
cc:\simnett\art\cas.fr2

CB
1-30-98

ARTICLES OF INCORPORATION

OF

SIMNETT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0303, Florida Statutes these Articles of Incorporation provide that:

1. The name of the Corporation is: **SIMNETT, INC.**
2. The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of this State.

3. The principal office of the Corporation is:

**3940 Eight Lane
Vero Beach, FL 32960**

4. The aggregate number of shares which the Corporation is authorized to issue is **100** shares of Common Stock, par value **\$1.00** per share.
5. The amount of capital with which this corporation shall begin business is **\$100.00**.
6. The street address of the initial registered office of this Corporation is:

**301 Crawford Boulevard
Suite 201
Boca Raton, FL 33432**

and the name of the initial registered agent of this Corporation at that address is: **Jonathan P. Kross, Esq.**


7. The name and address of the person signing these Articles of Incorporation as incorporator is:

**Jonathan P. Kross, Esq.
301 Crawford Boulevard
Suite 201
Boca Raton, FL 33432**

8. The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1).

9. The name(s) and street address(es) of the first Board of Directors of this Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

10. The names and street addresses of each subscriber and the number of shares of stock which each agrees to take are **100** shares to each of the Directors listed in **Article 9** above.
11. The corporation shall have perpetual existence. The corporation's existence shall commence on or after January 2, 1998.


Jonathan P. Kross, Incorporator

The foregoing instrument was acknowledged before me this 27th day of January, 1998 by Jonathan P. Kross, who is personally known to me.

Signature of Person Taking Acknowledgement



LINDA L MARZZA
My Commission CC397248
Expires Sep. 17, 1998
Bonded by NFNU
800-224-6368

Seal/Stamp →

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That SIMNETT, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, has named

Jonathan P. Kross, Esq.

located at:

**301 Crawford Boulevard
Suite 200
Boca Raton, FL 33432**

as its agent to accept service of process within this State.

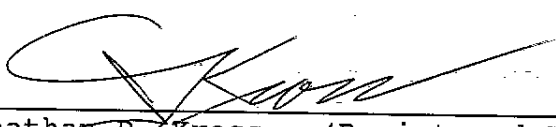
The principal office of the Corporation shall be:

**3940 Eight Lane
Vero Beach, FL 32960**

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature _____


Jonathan P. Kross (Registered Agent)

Date:

January 27, 1998

Phone No.:

(561) 394 - 5400

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TALLAHASSEE, FLORIDA