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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NETPLAN CORPORATE INTERNATIONAL, INC.

AUDIT NUMBER.....H98000002598

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

NetPlan Corporate International, Inc.

ARTICLE I - NAME

The name of this corporation is: NetPlan Corporate International, Inc.

ARTICLE II- PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2601 South Bayshore Drive, Suite 1215, Miami, Florida 33133, City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of this corporation at this address is Ronald Leal as its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is:

2601 South Bayshore Drive, Suite 1215
Miami, Florida 33133

This document was prepared by BRIAN S. HELLER, ESQ., Florida Bar No. 858277
155 South Miami Avenue, Penthouse, Miami, Florida 33130 (305) 374-6288 Fax (305) 374-2289

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ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

Ronald Leal

2601 South Bayshore Dr., #1215
Miami, Florida 33133

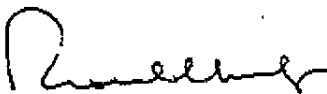
ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

Ronald Leal, 2601 South Bayshore Drive., #1214, Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of NetPlan Corporate International, Inc. this 7th day of February, 1998.

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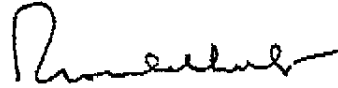


SUBSCRIBER

H98000002598

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.



REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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