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LAW OFFICES  
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FILED  
98 FEB 23 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 19, 1998

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

Re: Articles of Incorporation for  
EISE, Inc.

800002438068--7  
-02/23/98--01112--008  
\*\*\*\*122.50 \*\*\*\*122.50

Ladies and Gentlemen:

Please find enclosed herewith duplicate executed originals of the Articles of Incorporation of EISE, 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/trg  
Enclosure

F. CHESSER FEB 23 1998

ARTICLES OF INCORPORATION

OF

EISE, INC.

ARTICLE I

NAME

The name of the Corporation is:

EISE, 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.

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98 FEB 23 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VIII

PRINCIPAL OFFICE ADDRESS FOR CORPORATION

The address of the principal office of the Corporation is: 701 Paradiso Avenue  
Coral Gables, FL 33143.

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, FL  
33133.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director 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 Director is:

NAME

ADDRESS

Dory Auerbach

701 Paradiso Avenue  
Coral Gables, FL 33143

ARTICLE X

INCORPORATION

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

NAME

ADDRESS

Paul M. Marmish

1670 Micanopy Avenue  
Coconut Grove, FL 33133

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 19<sup>th</sup> day of February, 1998.

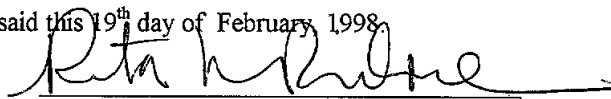
  
\_\_\_\_\_  
PAUL M. MARMISH

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 PAUL M. MARMISH, 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 19<sup>th</sup> day of February, 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  
submitted, in compliance with said Act:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

First—That EISE, 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 Coral Gables, 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: February 19, 1998

  
\_\_\_\_\_  
PAUL M. MARMISH

Registered Agent