

P98000021374

PORTIA L. PALMER  
770 CLAUGHTON ISLAND DRIVE, #1510  
MIAMI, FLORIDA 33131

February 28, 1998

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-03/05/98--01100--020  
\*\*\*\*131.25 \*\*\*\*131.25

Attention: Corporations Division

Re: Incorporation

Please file the enclosed article of incorporation and certificate of designation of registered agent/office. Enclosed is:

The original article of incorporation and two copies.

The certificate of designation of registered agent form.

Please provide a certificate of incorporation, and a certified copy of the articles of incorporation (an additional copy of the articles and \$131.25 fee are included).

**Corporate Name:** Global Net Consulting, Inc.  
**Incorporator's Name:** Portia L. Palmer  
**Address:** 770 Claughton Island Drive, Suite #1510  
Miami, FL 33131  
**Daytime Phone:** 305/379-3697

Please send responses or receipts concerning this filing to the above address.

Thank you very much.

Date: Feb. 28, 1998

Signature of Incorporator:

*Portia L. Palmer*

FILED  
98 MAR -5 AM 10:44  
ST. LUCAS COUNTY, FLORIDA  
TALLAHASSEE, FLORIDA

OB  
3/6/98

ARTICLES OF INCORPORATION  
OF  
GLOBAL NET CONSULTING, INCORPORATED

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

FILED  
98 MAR -5 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 1.** The name of the corporation is: Global Net Consulting, Inc.

**Article 2.** The principal place of business and mailing address of this corporation is:  
770 Claughton Island Drive, Suite #1510, Miami, FL 33131

**Article 3.** The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

**Article 4.** The name and street address of the corporation's initial registered agent is:  
Portia L. Palmer, 770 Claughton Island Drive, Suite #1510, Miami, FL 33131

**Article 5.** The name and street address of the incorporator of this corporation is:  
Portia L. Palmer, 770 Claughton Island Drive, Suite #1510, Miami, FL 33131

**Article 6.** No Director shall be held liable to the corporation or its shareholders for monetary damages due to breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Article of Incorporation on the date below.

Date: February 28, 1998

Name of incorporator: Portia L. Palmer

Signature of incorporator: 

CERTIFICATE OF DESIGNATION  
OF  
REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Name: Portia L. Palmer

Street Address: 770 Claughton Island Drive, Suite 1510, Miami, FL 33131

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of registered agent:



Date of signature: Feb. 28, 1998

**FILED**  
98 MAR -5 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA