

John J. Liu

Attorney at Law

May 15, 1998

VIA FEDERAL EXPRESS

OVERNIGHT A.M. DELIVERY

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

8000002525608--4
-05/15/98--01079--007
*****78.75 *****78.75

Re: NetCounsel, Inc.

OFFICE DATE
5-13-98

Dear Sir/Madam:

I am enclosing an original and one (1) copy of the articles of incorporation, a Certificate Of Designation Of Registered Agent/Registered Office, and a check for:

[] \$70.00 [X] \$78.75 [] \$122.50 [] \$131.25.

Please note that "NetCounsel" is one word.

I also am enclosing a completed, pre-paid FEDEX shipping slip and envelope. If possible, please rush the processing and return to me in the enclosed FEDEX package a New Filings Letter and a stamped copy of the Articles of Incorporation at your earliest convenience.

Please do not hesitate to contact me if you have any questions or require additional information and thank you in advance for your help.

Very truly yours,

J. L. Liu
John J. Liu

FILED
98 MAY 15 PM 2:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures

7984-27655
**P.S., Can you please pre-date effective date of incorporation
Thank you. g/lr*

1550/F-3 McMullen Booth Rd., Suite 305 • Clearwater, Florida 33759
Telephone (813) 726-9378 • Facsimile (813) 724-0964

3
5/15/98

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be NetCounsel, Inc..

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 429A Poinsettia Avenue, Clearwater Beach, FL 33767.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000).

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

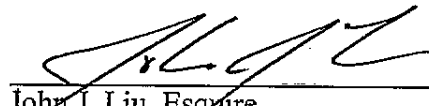
The name and address of the initial registered agent is John J. Liu., 1550/F-3 McMullen Booth Rd. #305, Clearwater, FL 33759.

ARTICLE V

INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is John J. Liu., Esquire, 1550/F-3 McMullen Booth Rd. #305, Clearwater, FL 33759.

The undersigned incorporator has executed these Articles of Incorporation this 13th day of May, 1998.


John J. Liu, Esquire

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98 MAY 15 PM 2:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
5-13-98

TO: DIVISION OF CORPORATIONS, 409 E. GAINES ST., TALLAHASSEE, FL 32399

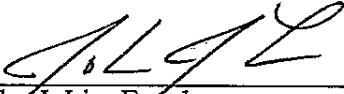
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

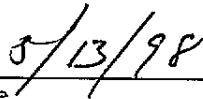
1. The name of the corporation is: NetCounsel, Inc.
2. The name and address of the registered agent and office is:

John J. Liu, Esquire
1550/F-3 McMullen Booth Rd.
#305
Clearwater, FL 33759.

Having been named as 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.



John J. Liu, Esquire



Date

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SECRETARY OF STATE
TALLAHASSEE FLORIDA