P9800073462

ACCOUNT NO. : 072100000032

REFERENCE: 936112

11513A

AUTHORIZATION

COST LIMIT: \$ 70.00

ORDER DATE: August 21, 1998

ORDER TIME : 1:25 PM

THE UNITED STATES CORPORATION

ORDER NO. : 936112-005

CUSTOMER NO: 11513A

CUSTOMER: James Marx, Esq

JAMES A. MARX, ESQ

Suite 1870

200 South Biscayne Boulevard

Miami, FL 33131-2377

500002622385--4

DOMESTIC FILING

NAME:

NETBEL CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

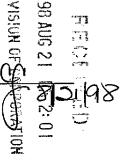
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

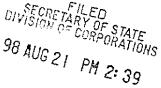
EXAMINER'S INITIALS:

SECRETARY OF STATE ON SECRETARY OF CORPORATIONS



ARTICLES OF INCORPORATION

OF



NETBEL CORP.

(a Florida corporation)

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME.

The name of the corporation (hereinafter called the "Corporation") is NETBEL CORP.

ARTICLE II

The address of the principal office of the Corporation is 8290 Lake Drive 117, Miami, Florida 33166.

ARTICLE III

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 1,000, all of which shall be Common Stock, and which shall have a par value of \$.01 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters which shareholders have the right to vote.

ARTICLE IV

RESIDENT OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be Suite 1870, First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent for the Corporation at that address shall be James Marx, Esq.

ARTICLE V

INCORPORATOR

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

Name 1

Address

James A. Marx, Esq.

Suite 1870 First Union Financial Center 200 South Biscayne Boulevard Miami, Florida 33131

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of August,\1998.

Tames A Mary

CIVISION OF CORPORATIONS

98 AUG 21 PM 2:40

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for NETBEL CORP. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to the Florida Business Corporation Act.

DATE:

August 20, 1998.

James A. Marx