

P98000080410



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 963443 4813437

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 AM 9:19

ORDER DATE : September 16, 1998

ORDER TIME : 11:05 AM

ORDER NO. : 963443-005

CUSTOMER NO: 4813437

CUSTOMER: Richard H. Roth, ESQ
RICHARD H. ROTH, P.A.

900002641259--4

1500 East Atlantic Boulevard

Pompano Beach, FL 33060

DOMESTIC FILING

NAME: ENTERNET SOLUTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

RECEIVED
98 SEP 16 PM 2:00
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
ENTERNET SOLUTIONS, INC.

ARTICLE I - NAME

The name of this corporation is:

ENTERNET SOLUTIONS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:
to conduct any and all other lawful business as may be authorized
under the laws of the State of Florida, the United States of
America or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of Ten
Dollar (\$10.00) par value common stock.

ARTICLE V - RELATIVE RIGHTS OF SHARES
OF CAPITAL STOCK

Section 1. Dividends.

The holders of record of the common shares shall be entitled
to cash dividends when and as declared by the Board of Directors
in the amount per share and at the time and in the manner
determined by the Board of Directors.

Section 2. Rights upon liquidation or dissolution.

In the event of any voluntary or involuntary liquidation,
dissolution, or winding up of this corporation, the remaining
assets of this corporation shall be payable to and distributed
ratably among the holders of record of the common shares.

Section 3. Voting rights.

Except as otherwise provided by law, the entire voting
power for the election of directors and for all other purposes
shall be vested exclusively in the holders of the outstanding
common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is: 1500 E. Atlantic Boulevard, Pompano Beach, Florida 33060, and the name of the initial Registered Agent of this corporation at that address is: RICHARD H. ROTH. The principal office of this corporation is located at 520 Bay Circle, Indian Harbor Beach, Florida 32937.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors 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 two. The names and addresses of the initial Directors of this corporation are:

Walter W. Franz	520 Bay Circle Indian Harbor Beach, FL 32937
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Carolyn R. Franz	520 Bay Circle Indian Harbor Beach, FL 32937
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ARTICLE VIII - INCORPORATOR

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

Richard H. Roth	1500 E. Atlantic Blvd. Pompano Beach, Florida 33060
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ARTICLE IX - SHAREHOLDER QUORUM
AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any

plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI- MANAGEMENT OF CORPORATION
BY SHAREHOLDERS

All of the powers of the corporation shall be exercised by and under the authority of, and the business affairs of this corporation shall be managed under the direction of, the Board of Directors of the corporation but upon majority vote of the stockholders of the corporation all of the same may be run by and under the direct control of the stockholders in lieu of a Board of Directors.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers numerated in the Florida Business Corporation Act.

ARTICLE XIII - ACTION BY DIRECTORS
WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

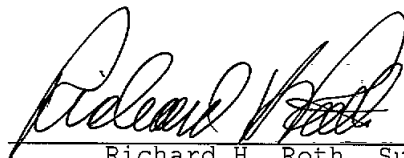
ARTICLE XIV - INDEMNIFICATION

The corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of September, 1998.



Richard H. Roth, Subscriber

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this
15th day of September, 1998, by RICHARD H. ROTH
who is personally known to me, or, if not, produced the following
form of identification: _____.

Notary Public

Sign: Charlotte Coury

Print: _____

My commission expires:

My commission number:



Charlotte Coury
MY COMMISSION # CC517082 EXPIR-
December 20, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Richard H. Roth

Richard H. Roth, Resident Agent

Dated: September 15, 1998