

FRANCINE D. HOLBROOK
ATTORNEY AT LAW

P 98000091166

1600 SOUTH BAYSHORE LANE • SUITE 2B • MIAMI, FLORIDA 33133 • TELEPHONE 305.858.7054

October 19, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/26/98-01034-018
****122.50 *****78.75

Attention : New Filing Section

Re: Anyware Technologies, Inc.

Dear Sir:

FILED
98 OCT 26 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find Articles of Incorporation of Anyware Technologies, Inc., together with a check in the amount of \$122.50 representing payment for the following:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy Fee	\$ 52.50

Total \$122.50

Enclosed also please find a copy of the Articles of Incorporation to be file-stamped and certified, and returned to me.

Trusting the enclosed material is in order, I remain,

Sincerely,



Francine D. Holbrook

FDH:fm
Enclosures

P. Hall

OCT 26 1998

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ARTICLES OF INCORPORATION
OF
ANYWARE TECHNOLOGIES, INC.

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98 OCT 26 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be ANYWARE TECHNOLOGIES, INC. and the initial address of this corporation shall be 920 S. W. 93 Avenue, Plantation, Broward County, Florida 33324.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board

of Director(s) of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 920 S. W. 93 Avenue, Plantation, Broward County, Florida 33324, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be MADELEINE ROSENBLATT.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the shareholder(s).

ARTICLE VII

The name and address of the first director of the corporation, who shall hold office for the first year or until her successor(s) is/are duly elected and qualified shall be: MADELEINE ROSENBLATT, 920 S. W. 93 Avenue, Plantation, Florida 33324.

ARTICLE VIII

The name and address of the Initial Subscriber is MADELEINE ROSENBLATT, 920 S. W. 93 Avenue, Plantation, Florida 33324.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or which is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

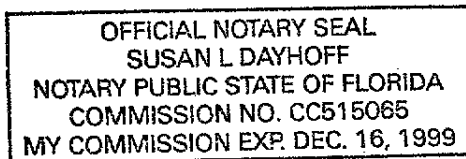
IN WITNESS WHEREOF, I, the undersigned, being the Initial Subscriber hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of

Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28th day of September, 1998.



MADELEINE ROSENBLATT, Subscriber

STATE OF FLORIDA)
 (ss.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of September, 1998, by MADELEINE ROSENBLATT on behalf of ANYWARE TECHNOLOGIES, INC. She is personally known to me or has produced N/A - Personally Known as identification.




Signature of Notary Public


(Typed or Printed Name of Notary
Taking Acknowledgment)

NOTARY PUBLIC, State of Florida

My Commission Expires:

FILED

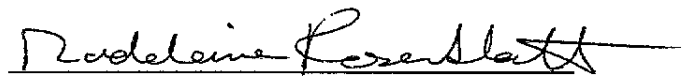
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED OCT 26 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of Florida, the following is submitted:

First, that ANYWARE TECHNOLOGIES, INC., desiring to organize under the laws of the State of Florida, has named MADELEINE ROSENBLATT, 920 S. W. 93 Avenue, Plantation, Florida 33324, County of Broward, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of §607.0501, Florida Statutes.


MADELEINE ROSENBLATT
Registered Agent

Dated this 28th day of September, 1998.