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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ~~NETBANK, INC.~~ (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

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 TALLAHASSEE FLORIDA

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 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DIVISION OF CORPORATION
 10/27

Examiner's Initials _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1998

LAZARUS

MIAMI, FL

SUBJECT: NETBOX, INC.
Ref. Number: W98000023761

We have received your document for NETBOX, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 198A00051738

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is:

NETBOX AMERICA, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is "To engage in lawful business activity for which the corporation may be incorporated under the Florida General Corporation Act."

ARTICLE IV

The aggregate number of shares, which the corporation is authorized to issue is 1000. Such shares shall be of a single class (capital stock), shall be \$1.00 per share par value, and shall be known as Section 1244 Stock, such stock term is defined in the Internal Revenue Code.

ARTICLE V

The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of the State of Florida, the value of such property, labor or services to be determined by the Board of Directors.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall be at least One Thousand Dollars (\$1000.00).

One Thousand shares issued and outstanding.

ARTICLE VII

The principal street address and the initial registered office of the corporation is:

177 Ocean Lane Drive
Suite #200
Key Biscayne, FL 33149

The initial Registered Agent at such address is:

Jose Luis Estela

ARTICLE VIII

The number of Directors constituting the initial Board of Director of the corporation is
(1). The name and address of the person(s) who are to serve as members of the initial Board of Directors are:

Enrique Urnadeta Linares

Avenida Sur
Centro Empresarial Lagunita, Oficina #107
La Lagunita Country Club
Caracas 1081, Venezuela

ARTICLE IX

The names and addresses of each Incorporator of these Articles of Incorporation is/are as follows:

Enrique Urnadeta Linares	Avenida Sur Centro Empresarial Lagunita, Oficina #107 La Lagunita Country Club Caracas 1081, Venezuela
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Distribuidora Multicorp C.A.	Avenida Sur Centro Empresarial Lagunita, Oficina #107 La Lagunita Country Club Caracas 1081, Venezuela
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ARTICLE X

The corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida.

EXECUTED by the undersigned at Miami, Miami-Dade County, Florida this 7th day of October 1998.

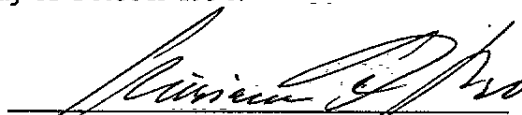
 (SEAL)
Enrique Urnadeta Linares

STATE OF FLORIDA

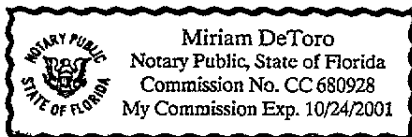
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Enrique Urnadeta Linares, to me known to be the person(s) described in the foregoing Articles of Incorporation, and he signed the same for the purposes therein set forth.

WITNESS my hand and official seal this 7th day of October 1998.


Notary Public

My commission expires:



Certificate designating place of business or domicile for the services of process within Florida, naming agent upon who process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

NETBOX AMERICA, INC.

First that . . . desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 177 Ocean Lane Dr., Ste. 200, Key Biscayne, FL 33149, has named Jose Luis Estela at 177 Ocean Lane Dr., Ste. 200, Key Biscayne, FL 33149, as its agent to accept service of process within Florida.

SIGNATURE ✓ Estela
TITLE President
DATE 10-19-98

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.

SIGNATURE ✓ [Signature]
DATE 10-19-98
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