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ACCOUNT NO. : 072100000032

REFERENCE : 010587 7168175

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 27, 1998

ORDER TIME : 1:13 PM

ORDER NO. : 010587-005

CUSTOMER NO: 7168175

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-10/27/98--01075--009
*****70.00 *****70.00

CUSTOMER: Mr. Vilmar Riberio
VUUNETT MANAGEMENT, INC.
VUUNETT MANAGEMENT, INC.
Suite 121
1700 Medical Lane
Fort Myers, FL 33907

DOMESTIC FILING

NAME: VUUNETT MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 27 AM 10:16

af 10/28/98

ARTICLES OF INCORPORATION
OF

Vuunett Management, Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Vuunett. Management, Inc.

The address of the principal office of this corporation shall be 1700 Medical Lane Suite 121 Ft. Myers, FL 33907, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$0.01 par value per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the benefit of the corporation. Each issued and outstanding stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1700 Medical Lane Ste.121, Ft. Myers, Florida 33907, and the name of the initial registered agent of the corporation at that address is Mr. Vilmar Ribeiro

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and adress of the initial member of the Board of Directors are:

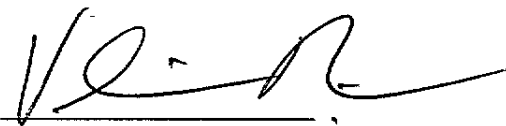
Vilmar Ribeiro President/Secretary
1700 Medical Lane Ste. 121, Ft. Myers, 33907

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Vilmar Ribeiro
1700 Medical Lane Ste.121, Ft. Myers, Fl.33907

The undersigned incorporator has executed these Articles of Incorporation on
October 7, 1998.

By: 
Vilmar Ribeiro, Incorporator

Article VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors, proposed by them to the shareholders, and approved by the board of directors, proposed by them to the shareholders, approved at a shareholder at a shareholders meeting by the holders of a majority of the shares entitled to vote on the matter in such other manner as may be provide by law.

ARTICLE X. PREEMPTIVE RIGHTS

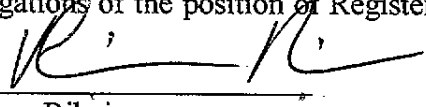
Each shareholder of the corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which each existing shareholder already holds, to purchase his/her pro rata or any other share of such stock at the same price at which it is offered to others at any other price.

ARTICLE XI. INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and harmless all its directors, officers, employees and agents, and former directors, officers, employees, and agents from and against all liabilities obligations, including attorneys fees, incurred in connection with any actions taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Vilmar Ribeiro having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Vilmar Ribeiro
Registered Agent

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