

P98000095208

November 3, 1998

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

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--11/03/98--01113--003
****122.50 *****78.75

Re: GlobeNet Services, Inc.
(Name of Corporation)

EFFECTIVE DATE
11-3-98

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$ 122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Robert Z. Sklar

GlobeNet Consultant Services, Inc.
(Name of Corporation)

+---MAILING ADDRESS OF CORPORATION---+

GlobeNet Services, Inc.

1542 N.W. 113th Way

Pembroke Pines, FL 33026

----- PHONE -----

305-432-2444

A/C Number

Ext.

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

GlobeNet Services, Inc.

ARTICLE I

The name of the Corporation is GlobeNet Services, Inc.

ARTICLE II

EFFECTIVE DATE
11-3-98

The Corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III

The Corporation is authorized to issue 100 shares of common stock, par value \$.01 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is 1524 N.W. 113th Way, Pembroke Pines, FL 33026 and the name of the initial registered agent of the Corporation at such address is Robert Z. Sklar.

ARTICLE V

The initial mailing address for the Corporation is 1524 N.W. 113th Way, Pembroke Pines, Florida 33026.

ARTICLE VI

The Corporation shall have two (2) directors initially and the number of directors may be increased or diminished from time to time as provided by the By-laws but shall never be less than one

(1). The names and addresses of the initial Directors are as follows:

ROBERT Z. SKLAR
JOAN S. SKLAR
1524 N.W. 113th WAY
PEMBROKE PINES, FLORIDA 33026

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ARTICLE VII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

ARTICLE IX

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE X

The name and address of the incorporator of this Corporation is ROBERT Z. SKLAR, 1524 N.W. 113th Way, Pembroke Pines, Florida 33026.

ARTICLE XI

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

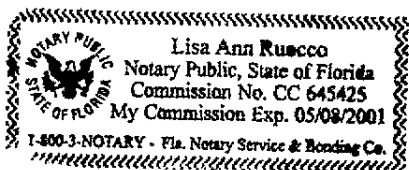
ARTICLE XII

The duration of this Corporation is perpetual.

ARTICLE XIII

This Corporation shall be deemed formed as of November 3, 1998.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3 day of November, 1998.




ROBERT Z. SKLAR

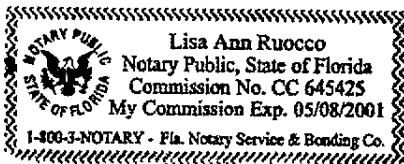
My Commission Expires:


NOTARY PUBLIC, State of
Florida at Large.

On this 04 day of November, 1998, before me personally appeared Robert Z. Sklar, known to me to be the individual described in and who executed the foregoing instrument and acknowledged that he executed the same.


ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes, as amended.




ROBERT Z. SKLAR

My Commission Expires:


NOTARY PUBLIC, State of
Florida at Large.

On this 04 day of November, 1998, before me personally appeared ROBERT Z. SKLAR, known to me to be the individual described in and who executed the foregoing instrument and acknowledged that he executed the same.

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