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ERPWORLD.COM Inc.
3033 Riviera Drive, Suite 103
Naples, Florida 34103

November 16, 1998


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

Gentlemen:

Enclosed herewith please find original and copy of Articles of Incorporation for ERPWORLD.COM Inc. for filing.

Also enclosed is check in the amount of \$122.50, representing \$35.00 filing fee, \$52.50 for certified copy and \$35.00 registered agent designation.

Yours truly,


Serge Wynen
President

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****122.50 *****78.75

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

ERPWORLD.COM Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 AM 7:58

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is ERPWORLD.COM Inc., whose principal office and mailing address is 3033 Riviera Drive, Suite 103, Naples, Florida 34103.

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

To provide information, technology, research, publications and consulting, and to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, and the par value of each such share is One Dollar (\$1.00), amounting to the aggregate of Ten Thousand and No/100 Dollars (\$10,000.00).

ARTICLE IV

The street address of the initial registered office of the Corporation is 3033 Riviera Drive, Suite 103, Naples, Florida 34103, and the name of its initial registered agent at such address is Penelope Ann Briant.

ARTICLE V

The number of directors constituting the initial Board of Directors of the Corporation is one and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successors shall have been elected and qualified is as follows:

Serge Wynen
62 Avenue Boulogne Billancourt
B-1330 Rixensart, Belgium

The name and address of the sole incorporator is Serge Wynen, 62 Avenue Boulogne Billancourt, B-1330 Rixensart, Belgium.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 16th day of November, 1998.

Serge Wynen
Serge Wynen, Sole Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 16th day of November, 1998 by SERGE WYNEN, as sole incorporator of ERPWORLD.COM Inc. He is personally known to me or has produced _____ as identification.

Ann Hasty
Notary Public - Signature

ANN HASTY

Notary Public - Print Name

My Commission Expires:



Ann Hasty
MY COMMISSION # CC557151 EXPIRES
June 25, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

PENELOPE ANN BRIANT, having been designated to act as registered agent, hereby states she is familiar with, and accepts, the obligations of that position.

Penelope Ann Briant
PENELOPE ANN BRIANT

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