

FROM

(MON) 1/18/99 16:20/ST. 16:22/NO. 4260823154 P 2

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

MediaNet Direct, Inc.

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEDIANET DIRECT, INC.

Pursuant to the Florida Business Corporation Act, the undersigned incorporator of MediaNet Direct, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is MediaNet Direct, Inc.

ARTICLE II

Capital Stock

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be Ten Million (10,000,000) shares, consisting of a single class of common stock having a par value of \$.01 per share.

ARTICLE III

Principal Office and Mailing Address

The Corporation's principal office and mailing address is 12952 N. Dale Mabry Highway, Tampa, FL 33618.

ARTICLE IV

Initial Board of Directors

The number of directors constituting the initial board of directors of the Corporation is two. The number of Directors may be increased or decreased from time to time, but in no event shall the number of the Corporation's directors be less than one (1). The names of the

Steve W. Vazquez, Esquire
Florida Bar No.: 0003042
Foley & Lardner
100 N. Tampa St., Suite 2700
Tampa, Florida 33602
Phone: 813-225-4132

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persons who will serve as the Board of Directors of the Corporation are elected and qualified as follows:

Raul A. Vazquez, Chairman

Michael A. Vazquez, Director

ARTICLE V

Registered Office and Registered Agent

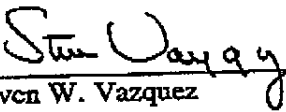
The street address of the Corporation's registered office is, 12952 N. Dale Mabry, Tampa, Florida 33618 and the initial Registered Agent at such address is Raul A. Vazquez.

ARTICLE VI

Incorporator

The name of the Corporation's sole incorporator is Steven W. Vazquez, whose address is 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has, in accordance with the Florida Business Corporation Act, executed these Articles of Incorporation as of this 15th day of January, 1999.



Steven W. Vazquez
Incorporator

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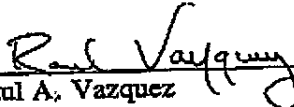
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**ACKNOWLEDGEMENT AND ACCEPTANCE OF
APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been designated to accept service of process for MediaNet Direct, Inc. at the place indicated in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent and does hereby acknowledge that the undersigned is familiar with and accepts the obligations of such position as set forth under Section 607.0505 of the Florida Business Corporation Act.

Executed as of this 18th day of January, 1999.



Raul A. Vazquez
Registered Agent

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