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February 2, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002763537--7
-02/03/99--01052--012
****131.25 *****87.50

Re: Net-Train, Inc.

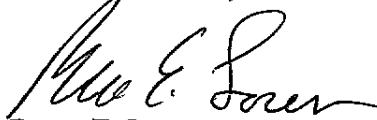
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and a check for \$131.25 covering the filing fee, certified copy and certificate of good standing fees as well as a stamped addressed envelope for the return of the documents. If you have any questions, do not hesitate to call me.

Thank you in advance for your cooperation in this matter.

Sincerely yours,

TILIS & LOREN, P.A.


Bruce E. Loren

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

NET-TRAIN, INC.

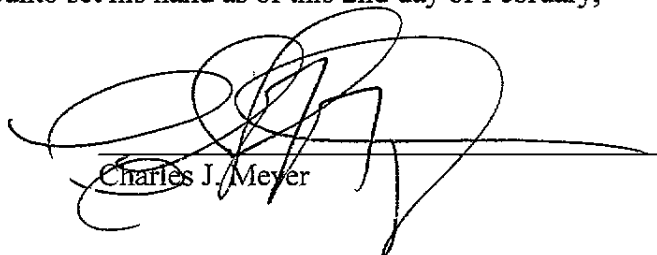
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DIVISION OF CORPORATIONS

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The undersigned sole incorporator of Net-Train, Inc. (the "Company") does hereby set forth as required by F.S. 607.0202 the following:

- FIRST: The name of the corporation hereby incorporated is:
- Net-Train, Inc.
- SECOND: The initial principal office of the Company is 2608 N.E. 21st Court, Ft. Lauderdale, FL 33305.
- THIRD: The Company is authorized to issue 10,000 shares of stock, all of which shall be of the same class which is common stock without par value.
- FOURTH: There are no pre-emptive rights for any shareholder.
- FIFTH: The address of the Company's initial registered office is: c/o Tilis & Loren, P.A., 301 Clematis Street, Suite 3000, West Palm Beach, FL 33401, and the initial registered agent of the Company is Tilis & Loren, P.A., a corporation authorized to transact business in Florida which has a business office identical with the registered office.
- SIXTH: The name and address of the sole incorporator is: Charles J. Meyer, 2608 N.E. 21st Court, Ft. Lauderdale, FL 33305.
- SEVENTH: The Company may engage in any lawful activities in which a corporation organized under Florida Statutes Chapter 607 may engage.
- EIGHTH: The Company may to the fullest extent permitted by law indemnify and hold harmless its directors and officers from and against all expenses, costs, claims and losses (including reasonable legal fees) to which any director or officer may become exposed by virtue of serving as a director or officer of the Company.

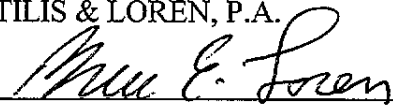
In witness whereof, the undersigned has hereunto set his hand as of this 2nd day of February, 1999.


Charles J. Meyer

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Tilis & Loren, P.A., having been named to accept service of process for Net-Train, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

TILIS & LOREN, P.A.


By: Bruce E. Loren, its President

Date: February 2, 1999

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