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ACCOUNT NO. : 072100000032

REFERENCE : 185873 81181A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : March 29, 1999

ORDER TIME : 10:12 AM

ORDER NO. : 185873-005

300002821433-3

CUSTOMER NO: 81181A

CUSTOMER: Alan L. Gabriel, Esq
ALAN L. GABRIEL, ESQ
ALAN L. GABRIEL, ESQ
Penthouse E
2455 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

DOMESTIC FILING

NAME: SELBY INTELLIGENT NETWORKS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 29 PM 2:35

[Signature]
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99 MAR 29 AM 10:39
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DIVISION OF CORPORATIONS

99 MAR 29 PM 2:35

ARTICLES OF INCORPORATION
OF
SELBY INTELLIGENT NETWORKS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business corporation act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME AND PURPOSE

The name of the corporation shall be Selby Intelligent Networks, Inc. to operate communications and intellectual preperities research and development.

ARTICLE II.

PRINCIPAL OFFICE/MAILING ADDRESS

The mailing address of the corporation is 7400 SW 50th Terrace, Suite 304, Miami, Florida 33155. The street address of the principal office of this corporation shall be 7400 SW 50th Terrace, Suite 304, Miami, Florida 33155.

ARTICLE III.

CAPITAL STOCK

The aggregate number of shares that the Corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE IV.

REGISTERED AGENT

The corporation has designated as its Registered Agent, ALAN L. GABRIEL, ESQUIRE. The street address of the initial registered office of the corporation shall be 2455 East Sunrise Boulevard, Penthouse East, Fort Lauderdale, Florida 33304.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares)

of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII.

SPECIAL PROVISION

It is the intent of the incorporators that this corporation will qualify as an S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII.

OFFICERS AND 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 three (3) directors, initially. The number of directors may be increased to five (5) directors upon majority vote of shareholders, and increased or decreased from time to time by amendment to, or in the manner provided in, the corporation's articles of incorporation or the by-laws, but shall never be less than one. The name and street address of the initial members of the Board of Directors and officers of the corporation are:

DIRECTOR AND PRESIDENT:

Gerald Zadikoff
7400 SW 50th Terrace, Suite 304
Miami, Florida 33155

DIRECTOR, EXECUTIVE VICE PRESIDENT AND TREASURER:

Marina Zadikoff
7400 SW 50th Terrace, Suite 304
Miami, Florida 33155

DIRECTOR AND VICE PRESIDENT:

Mike Knickerehm
7400 SW 50th Terrace, Suite 304
Miami, Florida 33155

SECRETARY:

Mamie Attar
7400 SW 50th Terrace, Suite 304
Miami, Florida 33155

ARTICLE IX.

INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is:

Gerald Zadikoff
7400 SW 50th Terrace, Suite 102
Miami, Florida 33155

And

Marina Zadikoff
7400 SW 50th Terrace, Suite 102
Miami, Florida 33155

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25 day of March, 1999.

Witnesses:

Sign Kelly J. Davis
Print Kelly J. Davis

Sign [Signature]
Print MAMIE ATTAR

Sign Kelly J. Davis
Print Kelly J. DAVIS

Sign [Signature]
Print MAMIE ATTAR

Sign [Signature]
Print Gerald Zadikoff

Sign [Signature]
Print Marina Zadikoff

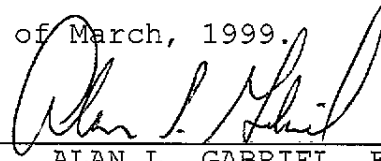
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DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT

99 MAR 29 PM 2:35

I, ALAN L. GABRIEL, ESQUIRE, being a resident of the State of Florida and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

EXECUTED this 26th day of March, 1999.



ALAN L. GABRIEL, ESQUIRE

ARTICLES.INC
25814 intelligent art.inc