

P9900003478
NetVG

Integrated Solutions for
your Business Needs

April 8, 1999

Florida Department Of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

Attn: New Filings

To whom it may concern:

Enclosed please find the required forms in order to file an Articles of Incorporation.
Once it has been approved please forward back to me at

Attn: Heidi Pita
NetVG Inc.
150 Alhambra Circle
Suite 800
Coral Gables, Fl. 33134

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I thank you in advanced for your cooperation in this matter.

Sincerely,

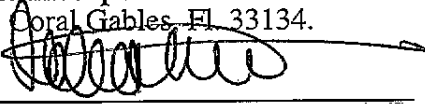
Heidi Pita

Heidi Pita

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DINERONET INTERNATIONAL INC.**

- FIRST: The **name** of this corporation is **DINERONET INTERNATIONAL INC.**
- SECOND: **Dineronet International Inc.**
is organized for the **purpose of transacting any lawful business** for
which corporations may be formed in Florida.
- THIRD: The duration of **Dineronet International Inc.** is **perpetual**.
- FOURTH: **Dineronet International Inc.** is authorized to issue **7,500 shares** of
common stock, par value **\$1.00** per share.
- FIFTH: The **address of the initial registered office and the principal office**
of **DINERONET INTERNATIONAL INC.** is **150 Alhambra Circle,
Suite 800, Coral Gables, Fl. 33134** and the name of the **initial
registered agent** of this corporation is **Octavio Verdeja Jr.**
- SIXTH: **Dineronet International Inc.** shall have one director initially, and the
number of directors may be changed as provided in the Bylaws, but shall never
be less than one. The name and address of the **initial director** of this
Corporation is **Octavio Verdeja Jr., 150 Alhambra Circle, Suite 800, Coral
Gables, Fl. 33134.**
- SEVENTH: The name and address of the **incorporator** is **Octavio Verdeja Jr., 150
Alhambra Circle, Suite 800, Coral Gables, Fl. 33134.**

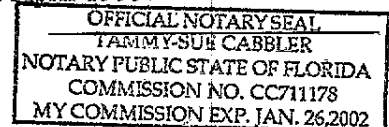

Octavio Verdeja Jr., Incorporator

STATE OF FLORIDA :
COUNTY OF DADE :

Before me, a notary public authorized to take acknowledgements, appeared **Octavio Verdeja Jr.**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged that he executed those Articles of Incorporation.

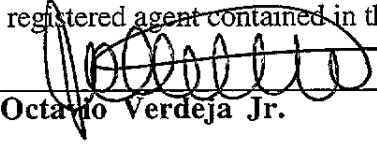
IN WITNESS WHEREOF, I have set my hand and my seal this 8th day of April 1999.


Notary Public
State of Florida at Large



**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

The undersigned accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


Octavio Verdeja Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA