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Melvyn Baez
9802 Hammocks Blvd. Ste 104
Miami, FL. 33196

March 5, 1999

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****122.50 ****78.75

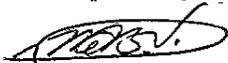
Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, Fl. 32399

Dear Sirs :

Enclosed please find one original and a copy of the articles of Incorporation of Compunetwork Miami Corp. Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee.

Your assistance in establishing the corporation to be known as Compunetwork Miami Corporation is greatly appreciated.

Respectfully,



Melvyn Baez
Registered Agent

FILED
99 MAY 10 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-13
WS

ARTICLES OF INCORPORATION
OF
COMPUNETWORK MIAMI CORP.

FILED
99 MAY 10 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Compunetwork Miami Corp.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is:
9802 Hammocks Blvd
Miami, FL. 33196
Tel: (305)-388-9801

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent for this corporation is:
Melvyn Baez 9802 Hammocks Blvd. Ste 104 Miami, FL. 33196

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of this Corporation is:

9802 Hammocks Blvd. Ste 104
Miami, FL. 33196

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This Corporation shall have (1) director initially.

The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The

name and address of the initial director of this corporation is:

NAME

ADDRESS

Melvyn Baez

9802 Hammocks Blvd. Ste 104 Miami, FL. 33196

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Melvyn Baez

9802 Hammocks Blvd. Ste. 104

Miami, FL. 33196

(305) 388-9801

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of Directors.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of
Incorporation on this 5th day of March, 1999



Melvyn Baez

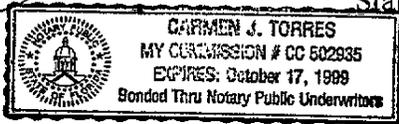
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

THE FORGOING ARTICLES OF INCORPORATION were sworn to and
acknowledged before me on this 5th day of March 1999, by Melvyn Baez.



Notary Public
State of Florida



My commission expires:

Personally known to me
(Or I.D. shown).

Dr. License # _____

Exp. Date: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

In pursuance of chapter 48.091, Florida statues, the following is submitted in compliance with said Act:

Compunetwork Miami Corp. desiring to organize under the laws of the state of Florida, with its principal offices as indicated in the Articles of Incorporation has named Melvyn Baez at 9802 Homocks Blvd. Ste 104 Miami, FL. 33196 as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate. I hereby accept to act in that capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By: _____


Melvyn Baez

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99 MAY 10 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA