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LAW OFFICES

*Gamner, Lipsitz and Poller*

PROFESSIONAL ASSOCIATION  
SUITE 700  
550 BILTMORE WAY  
CORAL GABLES, FLORIDA 33134

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June 10, 1999

Via Federal Express

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

300002901853--5  
-06/11/99--01054--018  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Cardinal Capital.Net, Inc.

Gentlemen:

Enclosed is an original and one copy of the articles of incorporation of Cardinal Capital.Net, Inc. and a check in the amount of \$122.50 in payment of the filing fee, fee for designation of the registered agent, and fee for a certified copy.

Very truly yours,

*Thomas R. Blake*

Thomas R. Blake

TRB/liz

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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B. BROCK JUN 14 1999

**ARTICLES OF INCORPORATION  
FOR  
CARDINAL CAPITAL.NET, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is "CARDINAL CAPITAL.NET, INC." (the "Corporation").

**ARTICLE II**

The principal office and mailing address of the Corporation is 800 Douglas Road, Suite 340, Coral Gables, Florida 33134.

**ARTICLE III**

The duration of the Corporation is to be perpetual.

**ARTICLE IV**

The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE V**

The total number of shares of all classes of stock that the Corporation is authorized to issue is 60,000,000 shares, of which 50,000,000 shares shall be Common Stock, \$.01 par value, and 10,000,000 shares shall be Preferred Stock, \$.01 par value. No holder of the Corporation's stock shall have any preemptive right to acquire the Corporation's securities.

Common Stock. The maximum number of shares of Common Stock which the Corporation is authorized to have outstanding is 50,000,000 shares at a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share.

Preferred Stock. The maximum number of shares of Preferred Stock which the Corporation is authorized to have outstanding is 10,000,000 shares at a par value of \$.01 per share. The Preferred Stock

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may be issued from time to time in one or more series as specified in Section 607.0602, Florida Statutes (or in such other manner as may be permitted by law), as determined from time to time by the Board of Directors of the Corporation (the "Board of Directors") and stated in the resolution or resolutions providing for the issuance of the Preferred Stock adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number, or title. The Board of Directors is hereby expressly granted authority to fix the authorized number of shares of each series of Preferred Stock, and to fix the terms of such series, including but not limited to, the following:

- (a) the rate or manner of payment of dividends;
- (b) whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (c) the amount payable upon shares in the event of voluntary or involuntary liquidation;
- (d) sinking fund provisions, if any, for the redemption or purchase of shares;
- (e) the terms and conditions, if any, on which shares may be converted;
- (f) voting rights, if any; and
- (g) the other special rights, if any, and the qualifications, limitations or restrictions thereof, of the shares of such series.

The designation of each particular series of Preferred Stock and its terms in respect of the foregoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in the resolution or resolutions providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, before any shares of such series are issued. The Board of Directors may from time to time increase (but not above the total number of authorized shares of the class) the number of shares of any series of Preferred Stock already created by providing that any unissued Preferred Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Preferred Stock already created by providing that any unissued shares previously assigned to such series shall no longer constitute part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued Preferred Stock by fixing or altering

the terms thereof in respect of the above mentioned particulars and by assigning the same to an existing or newly created series from time to time before the issuance of such shares.

#### **ARTICLE VI**

The street address of the initial registered office is 800 Douglas Road, Suite 340, Coral Gables, Florida 33134. The name of the Corporation's registered agent at such address is Hershel F. Smith, Jr.

#### **ARTICLE VII**

The number of directors constituting the Board of Directors shall be fixed as provided by the bylaws, but shall not be less than one.

#### **ARTICLE VIII**

The number of directors constituting the initial Board of Directors is three, whose names and addresses are:

Hershel F. Smith, Jr.  
800 Douglas Road  
Suite 340  
Coral Gables, Florida 33134

Christopher Sweeney  
800 Douglas Road  
Suite 340  
Coral Gables, Florida 33134

John D. Kaweske  
800 Douglas Road  
Suite 340  
Coral Gables, Florida 33134

#### **ARTICLE IX**

The name and address of the incorporator is Hershel F. Smith, Jr., 800 Douglas Road, Suite 340, Coral Gables, Florida 33134.

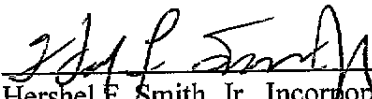
**ARTICLE X**

The Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

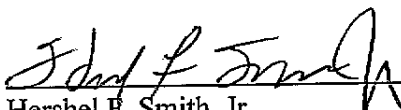
**ARTICLE XI**

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Hershel F. Smith, Jr., being the Incorporator of Cardinal Capital.Net, Inc. make and file these Articles of Incorporation this 10 day of June, 1999.

  
Hershel F. Smith, Jr., Incorporator

IN WITNESS WHEREOF, I, Hershel F. Smith, Jr., having been named the Registered Agent to accept service of process for Cardinal Capital.Net, Inc. at the place designated in these Articles of Incorporation, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent this 10 day of June, 1999.

  
Hershel F. Smith, Jr.  
Registered Agent

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