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**PARCORP SERVICES, LTD.**

10460 ROOSEVELT BLVD., SUITE 284 \* ST. PETERSBURG, FLORIDA 33716

WEB: WWW.PARCORPSVCS.COM  
TEL: 727-576-6764  
TOLL FREE: 877-603-2533  
FAX: 727-576-3863

June 18, 1999

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-06/21/99--01159--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Department of State  
Division of Corporations  
Attn: New Filings  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Filing of Articles of Incorporation- NETGAINS CORP.

Dear Sir/Madam:

Enclosed for filing is the Articles of Incorporation for the above-referenced corporations, together with checks in the amount of \$70.00 to cover the filing fees. We have enclosed an extra copy for a stamped acknowledgment of receipt.

Please file these in your office as soon as possible and return the filed copies to me in the enclosed self-addressed stamped envelope.

If you have any questions, please call 877-603-2533.

Sincerely,



Michael J. Jagoda

MJJ/me  
Enclosures

FILED  
99 JUN 21 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

18-9  
WS

STATE OF FLORIDA  
ARTICLES OF INCORPORATION OF  
NETGAINS CORP.

FILED  
99 JUN 21 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The corporate name that satisfies the requirements of Section 607.0401 is:  
"NETGAINS CORP."

**SECOND:** The street address of the initial principal office of the corporation shall be  
**20 DONDANVILLE RD., UNIT #305, ST. AUGUSTINE, FLORIDA 32084** and the mailing  
address of the corporation shall be the same.

**THIRD:** The corporation may engage or transact in any or all lawful activities or  
business permitted under the laws of the United States, the State of Florida or any other state,  
country, territory or nation.

**FOURTH:** The number of shares the corporation is authorized to issue is **1,000** shares  
of common stock having **No Par Value** per share.

**FIFTH:** The street address of the initial registered office of the corporation is  
**20 DONDANVILLE RD., UNIT #305, ST. AUGUSTINE, FLORIDA 32084** and the name of  
its initial registered agent at such address is **ROY ABELL**

**SIXTH:** This corporation is to exist perpetually.

**SEVENTH:** The number of Directors constituting the initial Board of Directors of the  
Corporation is **TWO (2)** and the names and addresses of the persons who are to serve as  
Directors until the first annual meeting of the Shareholders or until their successors are elected  
and qualify are:

**ROY ABELL**

**20 DONDANVILLE RD., UNIT #305, ST. AUGUSTINE, FLORIDA 32084**

**JANE ABELL**

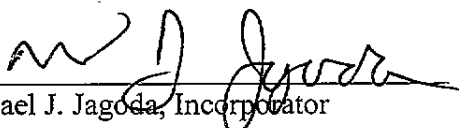
**20 DONDANVILLE RD., UNIT #305, ST. AUGUSTINE, FLORIDA 32084**

**EIGHTH:** The name and street address of the incorporator to these Articles of  
Incorporation:

Michael J. Jagoda

10460 Roosevelt Blvd., Suite 284, St. Petersburg, Florida 33716

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of  
Incorporation this **18TH** day of **JUNE**, 1999.


  
Michael J. Jagoda, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

**NETGAINS CORP.**

Acceptance by the Registered Agent as required in section 607.0501 (3)  
F.S.: **ROY ABELL**, is familiar with and accepts the obligations provided  
for in Section 607.0505.

Dated: JUNE 17TH, 1999

BY   
**ROY ABELL**

FILED  
99 JUN 21 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA