

LIBRA TECHNOLOGY SERVICES

P 990000065850

July 6, 1999

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

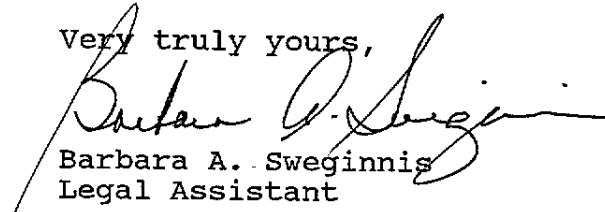
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122.50 **78.75

Re: NET VILLAGE.COM, INC.

Dear Sir:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-captioned company, together with our check in the amount of \$122.50 to cover the cost of filing and returning one certified copy to the undersigned.

Very truly yours,


Barbara A. Sweginnis
Legal Assistant

/bas
Enc.

VIA FEDERAL EXPRESS

FILED
99 JUL -8 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1301 West Newport Center Drive - Deerfield Beach, Florida 33442
(305) 419-1333 - (Fax) (305) 360-7112

954 -

W-16284

7/26/99

ARTICLES OF INCORPORATION
OF
NET VILLAGE.COM, INC.

99 JUL 28 AM 11:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: - NET VILLAGE.COM, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this business is to perform any and all lawful business in the State of Florida.

ARTICLE IV - STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of Common Stock, \$.01 par value, which shall be designated as "Common Shares".

ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF COMMON STOCK

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be 1301 West Newport Center Drive, Deerfield Beach, Florida 33442. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be increased from time to time through the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

HAROLD L. VAN ARNEM 1301 W Newport Center Dr. Deerfield Beach, FL 33442	Chief Executive Officer Chairman of the Board
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HAROLD L. VAN ARNEM 1301 W Newport Center Dr. Deerfield Beach, FL 33442	President
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JULIA M. DECKER 1301 W Newport Center Dr. Deerfield Beach, FL 33442	Secretary/Treasurer
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ARTICLE IX - SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation is:

HAROLD L. VAN ARNEM
1301 West Newport Center Drive
Deerfield Beach, FL 33442

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Subscriber, has

executed the foregoing Articles of Incorporation on this 6th day of
July, 1999.



HAROLD L. VAN ARNEM - Subscriber

CERTIFICATE DESIGNATING REGISTERED AGENT

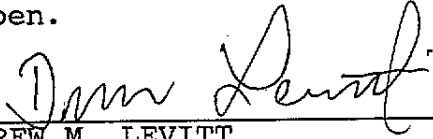
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

THAT NET VILLAGE.COM, INC., desiring to organize under the laws of the State of Florida, with its principal office at 1301 West Newport Center Drive, Deerfield Beach, Florida 33442 has named DREW M. LEVITT located at 1301 West Newport Center Drive, Deerfield Beach, Florida 33442, as its Agent to accept service of process within this State.


HAROLD L. VAN ARNEM - Subscriber

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


DREW M. LEVITT
Registered Agent

FILED
99 JUL -8 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA