

P99 000048379

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Net Gain Technologies, Inc.

900002947739--6
-08/02/99 - 01028-020
*****70.00 *****70.00

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.


(X) \$70.00
Filing Fee

() \$78.75
Filing Fee
& Certificate

() \$122.50
Filing Fee
& Certified Copy

() \$131.25
Filing Fee,
Certified Copy,
& Certificate

FROM:



Joseph P. Riano

6645 NW 75th Place
Parkland, FL 33067
954-478-0983

600002944136--1
-07/28/99 - 01062-013
*****70.00 *****70.00

FILED
99 AUG 22 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NET GAIN TECHNOLOGIES, INC.**

FILED
99 AUG -2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is Net Gain Technologies, Inc..

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 6645 NW 75th Place, Parkland, Fl 33067.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Joseph P. Riano, 6645 NW 75th Place, Parkland, Florida 33067.

ARTICLE V. INCORPORATORS

The name and street address of the incorporator of these articles of incorporation is:


Name

Address

Joseph P. Riano

6645 NW 75th Place
Parkland, Fl 33067

The undersigned has executed these articles of incorporation on July 22, 1999.



Joseph P. Riano
Incorporator

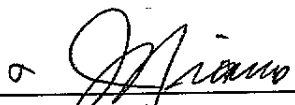
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Net Gain Technologies, Inc.
2. The name and address of the registered agent and office is:

Joseph P. Riano
6645 NW 75th Place
Parkland, Florida 33067

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I 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.



Joseph P. Riano

July 22, 1999

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99 AUG -2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA