

P99000070707

Joel A. Shor, CPA
3164 St. Annes Place
Boca Raton, Florida 3396

(561)994-3315

FILED
99 AUG 10 AM 10:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700002940867--4

-07/26/99--01054--002

*****78.75 *****78.75

July 8, 1999

Dear Maggie:

Enclosed please find an original and one copy of Articles of Incorporation of NETWORK VALUE SERVICES, INC. Please sign all copies where indicated by yellow and have your signature witnessed in the appropriate places.

Forward the two copies of the articles, along with Transmittal Letter enclosed to Florida Department of State, Divisions of Corporations, Post Office Box 6327, Tallahassee, Florida 32314 with a check for \$ 78.75 made payable to Florida Department of State.

When you receive the approved articles back from the state, send me a copy immediately so I can apply for ID numbers and accounts with the IRS and the State of Florida.

Warmest personal regards,



Joel A. Shor
Certified Public Accountant

789,703,3551,3550
7/99-17708

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D. BROWN AUG 10 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 30, 1999

JOEL A. SHOR, CPA
3164 ST. ANNES PLACE
BOCA RATON, FL 33496

SUBJECT: NETWORK VALUE SERVICES, INC.
Ref. Number: W99000017708

We have received your document for NETWORK VALUE SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article 6 states there will be TWO director(s), whereas ONE is/are listed.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 499A00038896

ARTICLES OF INCORPORATION

NETWORK VALUE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.194 OF THE FLORIDA GENERAL CORPORATION ACT, THE UNDERSIGNED CORPORATION, PURSUANT TO A RESOLUTION DULY ADOPTED BY ITS BOARD OF DIRECTORS, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE 1- NAME AND MAILING ADDRESS

THE NAME OF THIS CORPORATION IS NETWORK VALUE SERVICES, INC. THE MAILING ADDRESS IS MARGARET M. HERSHEY, 1592 SHORELINE WAY, HOLLYWOOD, FLORIDA 33019.

ARTICLE 2 - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE THESE ARTICLES ARE FILED WITH THE DEPARTMENT OF STATE.

ARTICLE 3- PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSE: MARKETING AND SALES, AND ANY OR ALL LAWFUL BUSINESS.

ARTICLE 4- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 5000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK WHICH SHALL BE DESIGNATED " COMMON SHARES ".

ARTICLE 5- INITIAL REGISTERED OFFICE AND AGENT

THE STREET AND THE MAILING ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 1592 SHORELINE WAY, HOLLYWOOD, FLORIDA 33019 AND THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS MARGARET M. HERSHEY.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BYLAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND MAILING ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE MARGARET M. HERSHEY AND CATHY PAQUETTE, 1592 SHORELINE WAY, HOLLYWOOD, FLORIDA 33019.

ARTICLE 7 - INCORPORATOR

THE NAME AND MAILING ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS : MARGARET M. HERSHEY, 1592 SHORELINE WAY, HOLLYWOOD, FLORIDA 33019.

ARTICLE 8- RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNT OF THE SET OPPOSITE THEIR NAME:

MARGARET M. HERSHEY	50 SHARES
CATHY PAQUETTE	50 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION. ALL UNISSUED SHARES OF STOCK MUST BE GRANTED WITH UNANIMOUS APPROVAL, OF THE BOARD OF DIRECTORS PRIOR TO THEIR INSURANCE, IF AT ALL.

ARTICLE 9- BYLAWS

THE POWER TO ADOPT ,ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

ARTICLE 10- POWERS

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

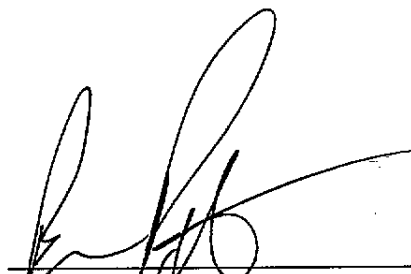
ARTICLE 11- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE 12- AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF , THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 19th DAY OF July, 1999.


WITNESS Brian Parquette


MARGARET M. HERSHEY

ACCEPTANCE OF REGISTERED AGENT

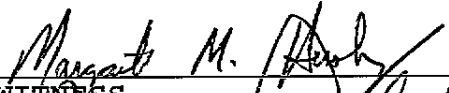
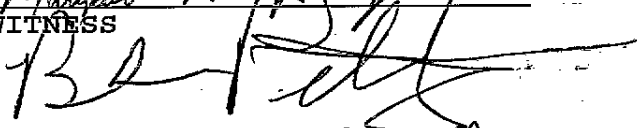
OF

NETWORK VALUE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED, I HEREBY ACCEPT THE
ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF
CHAPTER 48. 091, FLORIDA STATUTES, RELATIVE TO KEEPING OPEN SAID
OFFICE.


MARGARET M. HERSHEY


WITNESS

Brian Parrell