



THE UNITED STATES
CORPORATION
COMPANY

P9900071/99

FILED

99 AUG -9 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 335574 4332405

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : August 9, 1999

ORDER TIME : 4:18 PM

ORDER NO. : 335574-005

CUSTOMER NO: 4332405

100002955161--0

CUSTOMER: Mr. Keith Salek
HARNETT LESNICK & RIPPS, P.A.
HARNETT LESNICK & RIPPS, P.A.
Suite 500
150 E. Palmetto Park Road
Boca Raton, FL 33432

DOMESTIC FILING

NAME: *WNET, INC.*
~~WNET, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

24 8/11/99
W99-18423
RECEIVED
99 AUG -9 PM 4:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 9, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: WN, INC.
Ref. Number: W99000018423

RESUBMIT

Please give original
submission date as file date.

We have received your document for WN, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 399A00040210

ARTICLES OF INCORPORATION

OF

WNET, INC.

FILED

99 AUG -9 AM 11: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation is WNET, Inc.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 East Palmetto Park Road, Suite 500, Boca Raton, Florida 33432 and the name of the initial registered agent of this corporation at that address is Harnett, Lesnick & Ripp, P.A.

ARTICLE VI -- INITIAL PRINCIPAL OFFICE

The initial principal office address shall be 1111 Kane Concourse Suite 410, Bay Harbor Islands, FL 33154.

ARTICLE VII -- INCORPORATORS

The name and address of the incorporator signing these articles is: Keith Salek, 150 East Palmetto Park Road, Suite 500, Boca Raton, Florida 33432.

ARTICLE VIII -- INDEMNIFICATION


The corporation shall indemnify any Officer or any former officer, to the full extent permitted by law.

ARTICLE IX -- AMENDMENT

This corporation reserves the right to amend or repeal any

provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 6 th day of August, 1999.


Keith Salek
Incorporator

99 AUG -9 AM 11:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

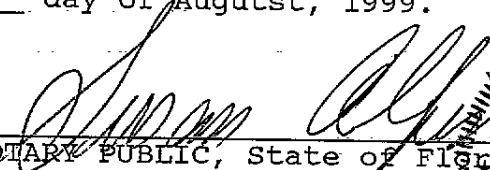
FILED

STATE OF FLORIDA
COUNTY OF PALM BEACH

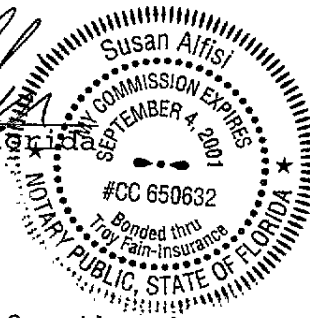
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Keith Salek, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 6th day of August, 1999.

An oath was not taken.

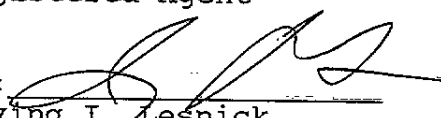

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of its duties.

Harnett, Lesnick & Ripps, P.A.,
Registered Agent

By: 
Irving I. Lesnick
Vice President