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FJR Business Services, Inc.

9002 Southwest 152nd Street  
Miami, Florida 33157

Tel: (305) 254-4555  
Fax: (305) 254-0505

August 20, 1999

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-08/27/99--01072--020  
\*\*\*122.50 \*\*\*\*\*78.75

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

Re: Zenternet ISP, Inc.

On behalf of our client, we are forwarding the following:

- 1. Articles of Incorporation
- 2. A check in the amount of \$ 122.50

Please process the Articles of Incorporation and return the filing acknowledgement to:

F.J.R. Business Services, Inc.  
Attention: James Riegler  
9002 Southwest 152nd Street  
Dixie Plaza  
Miami, Florida 33157-1928

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 27 PM 1:33

Thank your for your kind assistance.

Jim Riegler GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Corp Name  
DATE 9/1/99  
DOC. EXAM. gr

gr 9/1/99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

ZENTERNET ISP, INC.

We, the undersigned, being of legal age and natural person do hereby subscribe to, acknowledge and file the Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

ZENTERNET ISP, INC.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

1,000,000 Shares Common Stock - \$0.01 par value  
4,000,000 Shares Preferred Stock - \$0.01 par value

All of said stock shall be payable in cash, property, real or personal, labor services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration shall have been paid.

**ARTICLE IV**

The amount of capital with which this Corporation shall commence business shall not be less than One hundred (\$50,000.00) Dollars.

**ARTICLE V**

This Corporation shall commence its existence on the date of filing and shall have perpetual existence thereafter unless sooner dissolved according to law.

**ARTICLE VI**

The principal office of the Corporation shall be at:  
9002 Southwest 152nd Street, Miami, Florida 33157.  
Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries.

The name and address of the registered agent of this Corporation is:

James Riegler	9002 Southwest 152nd Street Miami, Florida 33157-1928
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**ARTICLE VII**

The business of the Corporation shall be conducted by a Board of Directors of not less than two (2), to be increased at the discretion of the Board of Directors.

**ARTICLE VIII**

The name and post office address of the first Board of Directors of this Corporation, all subject to the Corporation Law of the State of Florida, who shall hold office for the first year, or until its successors are duly elected and qualified are:

Barry Kates	9002 Southwest 152nd Street Miami, Florida 33157
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Ray Steinman	9002 Southwest 152nd Street Miami, Florida 33157
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**ARTICLE IX**

The name and post office address of the officers of the Corporation are as follows:

Barry Kates President	9002 Southwest 152nd Street Miami, Florida 33157
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Ray Steinman Secretary	9002 Southwest 152nd Street Miami, Florida 33157
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**ARTICLE X**

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

Barry Kates

9002 Southwest 152nd Street  
Miami, Florida 33157

**ARTICLE XI**

This Corporation shall indemnify any officer or director of any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

**ARTICLE XII**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XIII**

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Code and all other rights contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.

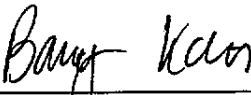
**ARTICLE XIV**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of any such Corporation.

**ARTICLE XV**

The private property of the stockholders shall not be subject to the payment of the Corporate debts, to any extent whatsoever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person in Article X above, and in evidence of his wish to form this Corporation, does hereunto subscribe his name, this 23rd day of August 1999.

  
\_\_\_\_\_  
Barry Kates  
President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Barry Kates, who is personally known to me and who did not take an oath and whose name is signed on the foregoing Certificate of Incorporation of Zenternet ISP, Inc., and is described in said Certificate as the Incorporator of said Corporation, and acknowledged before me that he executed the same for the purposes herein expressed.

SWORN TO AND SUBSCRIBED this 23rd day of August, 1999.

  
\_\_\_\_\_  
Notary Public

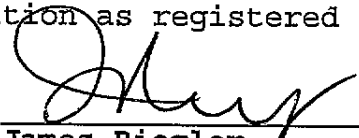
My Commission Expires:



JAMES RIEGLER  
My Commission CC505393  
Expires Oct. 25, 1999

  
\_\_\_\_\_  
Printed Name of Notary

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.

  
\_\_\_\_\_  
James Riegler