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FREDERIC D. KAUFMAN, P.A.
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FAX NO. 752-9662

September 20, 1999

Division of Corporations
c/o Secretary of State
The Capitol
P. O. Box 6327
Tallahassee, FL 32314

100002993671--2
-09/22/99-01055-003
*****70.00 *****70.00

In re: Filing of Articles of Incorporation for
HomeNetworkDepot, Inc.

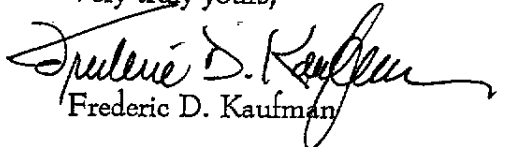
Gentlemen and ladies:

To incorporate a new corporation to be known as HomeNetworkDepot, Inc., we have enclosed the following:

1. My office check for \$70.00 payable to the Florida Secretary of State.
2. Original and copy of Articles of Incorporation for HomeNetworkDepot, Inc.
3. Certificate designating registered agent.

We will appreciate you filing the Articles of Incorporation for this new corporation. Thank you. Please return the filing acknowledgment to me at the above address. I have enclosed an extra copy of the articles to be returned to me with a receipt acknowledgment stamped thereon. I have not requested a certified copy of the articles because at the present time we have no need for same. Thank you for your help and cooperation.

Very truly yours,


Frederic D. Kaufman

FDK/jnk
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

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HomeNetworkDepot, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of organizing a Florida Profit Corporation adopt the following Articles of Incorporation:

1. The name of the Corporation is HomeNetworkDepot, Inc. and its principal place of business is 1971 NW 96 Terrace, Apt. M, Pembroke Pines, FL 33024.

2. The duration of the Corporation is perpetual.

3. The general purposes for which the Corporation is organized are to transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

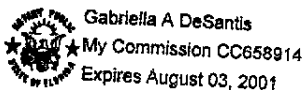
4. The aggregate number of shares which the Corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar per share.

5. The street address of the initial registered office of the Corporation is: 1971 NW 96 Terrace, Apt. M, Pembroke Pines, FL 33024 and the name of its initial registered agent at such address is: Marcia Brazil.

6. The number of directors constituting the initial board of directors of the Corporation is one. The name and address of the director of the Corporation is Marcia Brazil 1971 NW 96 Terrace, Apt. M, Pembroke Pines, FL 33024.

7. The name and address of the incorporator is Marcia Brazil, 1971 NW 96 Terrace, Apt. M, Pembroke Pines, FL 33024.

Executed by the undersigned at Coral Springs, Broward County, Florida on the 16 day of September, 1999.



M Brazil
Marcia Brazil, Incorporator
personally known

SWORN TO AND SUBSCRIBED before me this 16 day of September, 1999.

Gabriella A DeSantis
NOTARY PUBLIC

My commission expires: 8/3/2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First -- That HomeNetworkDepot, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Pembroke Pines, State of Florida, has named Marcia Brazil of 1971 NW 96 Terrace, Apt. M, Pembroke Pines, FL 33024, as its agent to accept service or process within Florida.

SIGNATURE M Brazil
Marcia Brazil
President and Director

DATE: September 16, 1999

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE M Brazil
Marcia Brazil
Resident Agent

DATE: September 16, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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