

MDMNet, Inc.
444 Brickell Avenue
Suite 805

Miami, FL 33131
(305) 358-7616 Fax (305) 358-6362

P99000085477

September 22, 1999

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*****70.00 *****70.00

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

Dear Sir or Madam:

Enclosed please find three copies of the Articles of Incorporation of MDMNet, Inc. We have also enclosed a check for \$70.00 for the Corporate Filing Fee and the Designated Registered Agent Fee. If there should be any questions, please don't hesitate to contact us.

Sincerely,

MDMNet, Inc.


Diana Bustillo

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

MDMNet, Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

Article I. Name

The name of the corporation shall be:

MDMNet, Inc.

The address of the principal office of this corporation shall be 444 Brickell Avenue, Suite 805, Miami, Florida 33131 and the mailing address of the corporation shall be the same.

Article II. Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share (the "Common Stock").

Article IV. Registered Agent

The street address of the initial registered office of the corporation shall be 444 Brickell Avenue, Suite 805, Miami, Florida and the name of the initial registered agent of the corporation at that address is Diana Bustillo.

Article V. Term of Existence

This corporation is to exist perpetually.

Article VI. Directors

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation

set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and address of the initial members of the Board of Directors are:

Diana Bustillo
444 Brickell Avenue
Suite 805
Miami, FL 33131

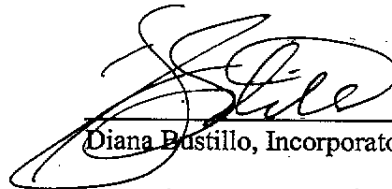
Felix V. Herrera
444 Brickell Avenue
Suite 805
Miami, FL 33131

Article VII. Incorporator

The name and street address of the incorporator to these Articles of Incorporation:

Diana Bustillo
444 Brickell Avenue
Suite 805
Miami, FL 33131

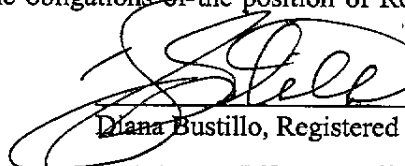
The undersigned incorporator has executed these Articles of Incorporation on September 21, 1999.


Diana Bustillo, Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Acceptance of Registered Agent Designated in Articles of Incorporation

Diana Bustillo, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Diana Bustillo, Registered Agent