

Monday, October 4, 1999

Division of Corporations

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Network Forest Products, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 4, 1999

CORPORATE CREATIONS

SUBJECT: NETWORK FOREST PRODUCTS, INC.
REF: W99000022639

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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Network Forest Products, Inc.

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Article II. Address

The mailing address of the Corporation is:
Network Forest Products, Inc.
2307 Douglas Road, Suite 400
Miami FL 33145

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Jonathan Leinwand
1100 River Birch Street
Hollywood FL 33019

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Alison Cohen
Robert Zeiner
Mark Rosenberg

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jonathan D. Leinwand | FL Bar Member 0064076
Jonathan D. Leinwand, P.A.
1100 River Birch Street
Hollywood FL 33019
954-924-1567

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$.0001 per share. In addition, the Corporation shall have the authority to issue 5,000,000 shares of preferred stock, par value .0001 per share, which may be divided into series and with the preferences, limitations and relative rights determined by the Board of Directors.

Article VI. Incorporator


The name and address of the incorporator is:

Jonathan D. Leinwand
Jonathan D. Leinwand, P.A.
1100 River Birch Street
Hollywood FL 33019

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 28, 1999.

The undersigned incorporator executed these Articles of Incorporation on October 4, 1999.



JONATHAN D. LEINWAND
by T. Hardy as attorney-in-fact

Jonathan D. Leinwand | FL Bar Member 0064076
Jonathan D. Leinwand, P.A.
1100 River Birch Street
Hollywood FL 33019
954-924-1567

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Network Forest Products, Inc.

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TALLAHASSEE, FLORIDA

REGISTERED AGENT/OFFICE:

Jonathan Leinwand
1100 River Birch Street
Hollywood FL 33019

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JONATHAN LEINWAND
by T. Hardy as attorney-in-fact

Date: October 4, 1999

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