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MASTER OF LAWS (LL.M.) IN ESTATE PLANNING
WILLS, TRUSTS AND ESTATES
REAL ESTATE LAW

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*****78.75 *****78.75

VIA FEDERAL EXPRESS

October 1, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
99 OCT -4 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: NETCORP USA, INC.

To Whom It May Concern:

Enclosed are original and copy of Articles of Incorporation of and Certificate Designating Place of Business of Domicile for the Service of Process, etc. in connection with the corporation referred to above. Also enclosed is check for \$78.75. Once the corporation has been filed, please forward to my office a certified copy of the articles.

Thank you for your cooperation and courtesy. If you should have any questions, please let me know.

Sincerely,

Richard P. Bylrm
Richard P. Breger

RPB/rms
Enclosures

10-5
WC

**ARTICLES OF INCORPORATION
OF
NETCORP USA, INC.**

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is NETCORP USA, INC., and the principal address of this corporation is 7904 West Drive, Suite 1015, Miami, FL 33141.

Article II - Duration

This Corporation shall exist perpetually.

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 of the Florida Statutes.

Article IV - Capital Stock

This corporation is authorized to issue fifty (50) shares of no par value common stock which shall be designated "Common Shares". This corporation is not authorized to issue preferred shares.

**Article V - Preferences, Limitations and Relative
Rights of Shares of Capital Stock**

Section 1. Dividends

The holders of record of the Common Shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Rights upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding Common Shares shall be paid from the remaining assets of this corporation ratably.

Section 3. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - Designation of Series

There shall exist no series in the issuance of the Common Shares authorized herein.

Article VII - Preemptive Rights

Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the first right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7904 West Drive, Suite 1015, Miami, FL 33141 and the name of the initial registered agent of this corporation at that address is Jose Roberto Fernandes.

Articles IX - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and address of the initial director of this corporation is Jose Roberto Fernandes, 7904 West Drive, Suite 1015, Miami, FL 33141.

Article X - Incorporators

The name and address of the person signing these Articles are Jose Roberto Fernandes, 7904 West Drive, Suite 1015, Miami, FL 33141.

Article XI - By-Laws

The Power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

Article XII - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article XIII - Indemnification

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

Article XIV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of October, 1999.

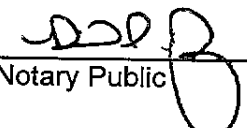

JOSE ROBERTO FERNANDES

STATE OF FLORIDA)

ss

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1 day of October, 1999, by Jose Roberto Fernandes, who is ~~personally known to me~~ or who has produced _____ as identification and who did take an oath.


Notary Public

My Commission Expires:



Richard P Breger
My Commission CC839187
Expires May 23, 2003

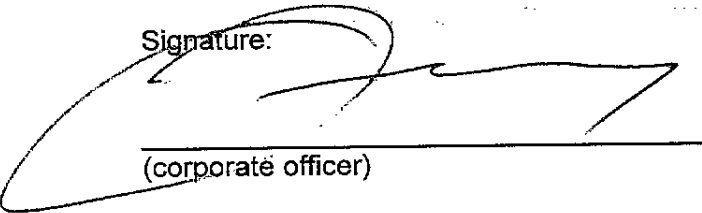
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That NETCORP USA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Weston, Florida, has named Jose Roberto Fernandes, located at 7904 West Drive, Suite 1015, Miami, FL 33141, as its agent to accept service of process within Florida.

Title: President

Signature:


(corporate officer)

Date:

10/1/99

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 provisions of all statutes relative to the proper and complete performance of my duties.

Signature:


Date:

10/1/99