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October 5, 1999

Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Re: ETERNET, INC.

200003028392--1
-10/29/99--01003--002
****122.50 *****78.75

Dear Sir/Madam:


Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida Non-Profit Corporation. Also enclosed is a check for \$122.50, representing payment of the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent's Fee	35.00

Please file the enclosed Articles of Incorporation and return a time stamped copy to the undersigned in the enclosed self addressed and stamped envelope.

Thank you for your courtesies in this matter,

Sincerely,


Damodar S. Airan

Enclosures:
Articles of Incorporation

FILED
99 OCT 28 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ETERNET, INC.

FILED
99 OCT 28 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and the laws of the state of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation is:

ETERNET, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida including but not limited to software development, solutions, services, marketing, consulting and training for internet, multimedia applications, virtual reality etc.

ARTICLE III. CAPITAL STOCK

Initially, this Corporation shall be authorized to issue and have outstanding a maximum of ONE HUNDRED THOUSAND SHARES (100,000) of common stock with a par value of \$1 per share.

ARTICLE III. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

**ARTICLE IV. REGISTERED AGENT, REGISTERED OFFICE AND
PRINCIPAL OFFICE**

The Registered Agent and the street address of the Registered agent along with the Registered and Principal Office of the Corporation in the State of Florida shall be:

Registered Agent and address

Lalita D. Airan
1429 Alegriano Ave.
Coral Gables, Fl 33146
Tel No. 305-860-0034

Registered and Principal Office

Broward Lakes Business Center
1007 s.w. 148th Ave.
Sunrise, Fl 33326
Tel. No. 954-424-1571

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The following are the initial directors of this Corporation:

Dinesh Chandra
9603 N.W. 8th Circle
Ft. Lauderdale, Fl 33324

Avishkar Dahiya
9603 N.W. 8th Circle
Ft. Lauderdale, Fl 33324

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR


The name and street address of the person signing these articles of incorporation as the incorporator is:

Lalita D. Airan
1429 Alegriano Ave.
Coral Gables, FL 33146

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote. These Articles can be amended without a shareholders' meeting if all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on October 5, 1999.

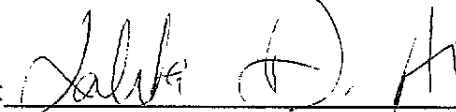


Lalita D. Airan
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the Abovenamed Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Lalita D. Airan
1429 Alegriano Ave.
Coral Gables, FL 33146

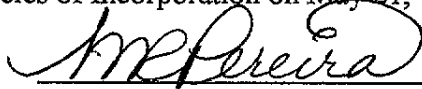
By: 

Lalita D. Airan
Resident Agent

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

FILED
99 OCT 28 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, personally appeared to me, known to be the person described as Incorporator and the Registered Agent and who executed the foregoing Articles of Incorporation and the Acceptance by Registered Agent, and acknowledged before me that this individual subscribed to these Articles of Incorporation on May 21, 1999.



Notary Public, State of Florida at Large

My Commission expires:

