

P990000 18263
TRANSMITTAL LETTER

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

200002772652--8
-02/11/99--01036--013
*****70.00 *****70.00

SUBJECT: CHIPPERS INC
(Proposed corporate name - must include suffix)

FILED
99 FEB 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: GENE McDOWELL
Name (Printed or typed)
4141 W. WATERS AVE
Address
TAMPA, FL 33614
City, State & Zip
813-886-9191
Daytime Telephone number

SD
2/25

W99-3721

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 15, 1999

GENE MCDOWELL
4141 W. WATERS AVE
TAMPA, FL 33614

SUBJECT: CHIPPERS INC.
Ref. Number: W99000003721

We have received your document for CHIPPERS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 599A00006509

ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of the corporation shall be

CHIPPERS ON THE WEB, INC.

ARTICLE II

DURATION

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted shall include the creation of computer internet web sites and other related computer and internet activities.

Also other activities permitted under the laws of the United States or of the State of Florida.

ARTICLE IV

CORPORATE POWERS

The corporation shall have the power to:

1. Sue, and be sued, and appear and defend in all actions and proceedings in its corporate name, to the same extent as a natural person.
2. Adopt and use a common corporate seal, and to alter the same, if deemed necessary.
3. Appoint such officers and agents as its affairs shall require, and to allow them suitable compensation.
4. Adopt, change, amend, and repeal By-Laws for the corporation, not inconsistent with its Articles of Incorporation, for the exercise of its affairs and property, and the transfer on its records of its shares of stock or other evidence of ownership of the corporation, and the calling and holding of meetings of its shareholders, officers and directors.
5. Make and enter into all contracts necessary and proper for the conduct of business.
6. Acquire, utilize and dispose of patents, copyrights, trademarks, and other licenses or rights or interest as it pertains to its business.
7. Take, hold, sell and convey such property, real or otherwise as may be necessary in order to obtain and secure payments of any indebtedness or liability to it.

8. Do all things and perform all acts necessary and proper for the accomplishment of the purposes stated in these articles, or necessary or incidental to the objectives of the corporation, and to have and exercise all powers of any nature whatsoever permitted or conferred by law upon corporations in general.

9. To establish retirement and/or pension and/or profit sharing plans for the benefit of the corporate directors, officers and employees.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than One Thousand Dollars (\$1,000.00).

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have issued and outstanding at any time is one thousand (1,000) shares of common stock, each with a nominal par value of one dollar (\$1.00) per share. The price to be paid for each share of stock shall be determined by the Board of Directors of the corporation.

ARTICLE X

SUBSCRIBERS

The names and addresses of the subscribers to these articles of incorporation is

Felicia M. Cleworth
100%

1419 New Britain Drive
Brandon, Fl. 33511

ARTICLE XI

INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, then such action shall be as valid as though it had been authorized at a meeting, duly called, of the Board of Directors of the corporation.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE XIII

BY-LAW AMENDMENT

The power to adopt, amend, or repeal the By-Laws of the corporation shall be vested in the Board of Directors.

ARTICLE XIV

AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provisions of these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders of the corporation are subject to this reservation.

CERTIFICATE DESIGNATING REGISTERED AGENT AND
AGENT FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA

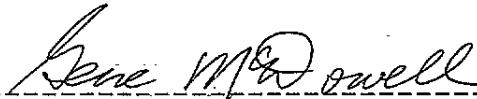
In compliance with Sections 48.091 and 607.0501,
Florida State Statutes, the following is submitted:

CHIPPERS ON THE WEB, INC. with its
corporation office located at 1419 New Britain Drive
Brandon, Florida, 33511 has designated Gene McDowell of
4141 W. Waters Ave, Tampa, Fl. 33614
as its registered agent to accept service of process within
the State of Florida.

I, GENE MCDOWELL having been
named to accept service of process for the above named corp
oration, do hereby accept and agree to comply with the
provisions of the statutes relative to the performance of my
duties as registered agent.

Dated:

February 20, 1999



GENE MCDOWELL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED