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November 24, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 34399

RE: WEB VALUE 1, INC.

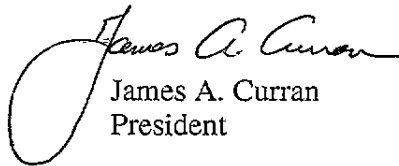
Dear Sir or Madam:

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-12/01/98--01003--002
*****78.75 *****78.75

Enclosed is Application by Foreign Corporation for Authorization to Transact Business in Florida of the above Delaware corporation for filing with your office. Also enclosed is Certificate of Good Standing and our check in payment of filing fees.

Please send your usual acknowledgment and receipt to this office when the filing has been completed.

Cordially yours,


James A. Curran
President

JAC/as

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12/1

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

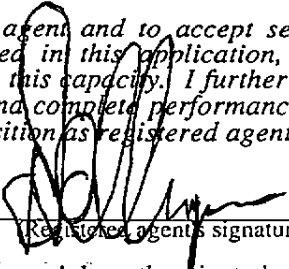
1. WEB VALUE 1, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. APPLIED FOR
(FEI number, if applicable)
4. 11/12/98
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1100 PARK CENTRAL BLVD., SOUTH, SUITE 1100
POMPAN0 BEACH, FL 33064
(Current mailing address)
8. WEB PAGE SALES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)

Name: NEIL D. SOLLINGER

Office Address: 1100 PARK CENTRAL BLVD., SOUTH, SUITE 1100
POMPAN0 BEACH, Florida, 33064
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: NEIL D. SOLLINGER

Address: 1100 PARK CENTRAL BLVD., SOUTH, SUITE 1100
POMPANO BEACH, FL 33064

Vice Chairman: THOMAS J. CARROLL

Address: 1100 PARK CENTRAL BLVD., SOUTH, SUITE 1100
POMPANO BEACH, FL 33064

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: THOMAS J. CARROLL

Address: 1100 PARK CENTRAL BLVD., SOUTH, SUITE 1100
POMPANO BEACH, FL 33064

Vice President: _____

Address: _____

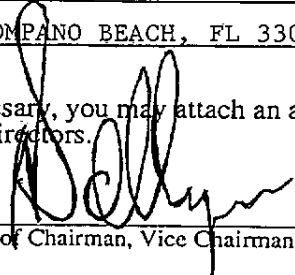
Secretary: THOMAS J. CARROLL

Address: 1100 PARK CENTRAL BLVD., SOUTH, SUITE 1100
POMPANO BEACH, FL 33064

Treasurer: NEIL D. SOLLINGER

Address: 1100 PARK CENTRAL BLVD., SOUTH, SUITE 1100
POMPANO BEACH, FL 33064

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. NEIL SOLLINGER - CHAIRMAN
(Typed or printed name and capacity of person signing application)

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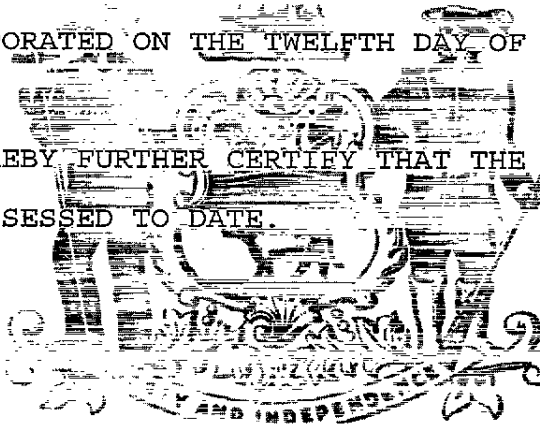
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEB VALUE 1, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WEB VALUE 1, INC." WAS INCORPORATED ON THE TWELFTH DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9420573

DATE: 11-23-98