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ACCOUNT NO. : 072100000032

REFERENCE : 513712 162285A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 13, 1999

ORDER TIME : 9:58 AM

ORDER NO. : 513712-005

CUSTOMER NO: 162285A

CUSTOMER: Michael B. Solovay, Esq
Solovay Edlin & Eiseman
845 Third Avenue, 8th Floor

New York, NY 10022

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-12/14/99-01049-001
*****78.75 *****78.75

FOREIGN FILINGS

NAME: EA WEB HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 14 PM 2:17

RECEIVED
99 DEC 14 AM 10:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mk
6/14/99

**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. EA Web Holdings, 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. NA

(FEI number, if applicable)

4. December 3, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. NA UPON QUALIFICATION

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2697 North Ocean Boulevard, Suite F610

Boys Rite, FL 33431

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be engaged under law of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Joshua Hamby

Office Address: 2697 North Ocean Blvd - Suite F610

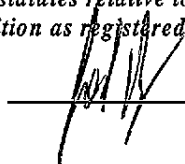
Boys Rite

, Florida, 33431

(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.

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

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

Chairman: Joshua Hamby

Address: 2697 North Ocean Blvd - Suite F610
Boca Raton, FL 33431

Vice Chairman: ~~Sean McVity~~

Address: _____

Director: SEAN McVity

Address: 5597 Pacific Blvd.
Apt. 3403, Boca Raton, FL 33433

Director: _____

Address: _____

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

President: Sean McVity

Address: 5597 Pacific Blvd. #3403
Boca Raton, FL 33433

Vice President: _____

Address: _____

Secretary: Sean McVity

Address: 5597 Pacific Blvd. #3403
Boca Raton, FL 33433

Treasurer: Josh Hamby

Address: 2697 North Ocean Blvd - Suite F610
Boca Raton, FL 33431

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

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

14. Joshua Hamby, Chairman, Vice President, Treasurer
(Typed or printed name and capacity of person signing application)

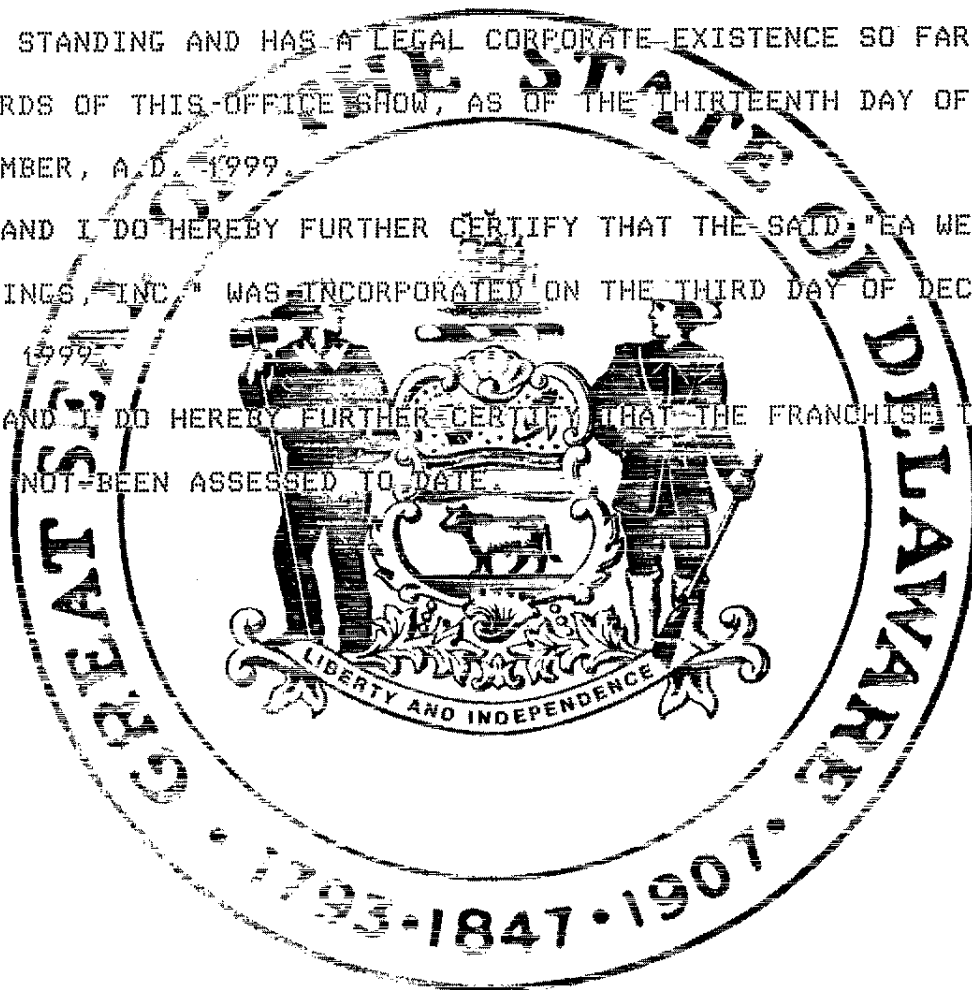
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SECRETARY OF CORPORATIONS
99 DEC 14 PM 2:17

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EA WEB HOLDINGS, 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 THIRTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EA WEB HOLDINGS, INC." WAS INCORPORATED ON THE THIRD DAY OF DECEMBER, A.D. 1999.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 14 PM 2:17



Edward J. Freel

Edward J. Freel, Secretary of State

3135780 8300

991533619

AUTHENTICATION:

0135819

DATE:

12-13-99