

L98000002764



THE UNITED STATES
CORPORATION
COMPANY

W98-25967
00789-02544-0115-00671

ACCOUNT NO. : 072100000032

REFERENCE : 034357 4381472

AUTHORIZATION :

COST LIMIT :

Patricia Puyitt

ORDER DATE : November 17, 1998

ORDER TIME : 11:23 AM

ORDER NO. : 034357-005

000002689320--6

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: WEBWIZARD, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: _____

Name	<i>max</i>
Availability	<i>max</i>
Document	<i>max</i>
Examiner	<i>max</i>
Updater	<i>max</i>
Officer	<i>max</i>
Verifier	<i>max</i>
Acknowledgement	<i>max</i>
P. verifier	<i>max</i>

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 17 AM 9:24

RECEIVED
NOV 17 PM 12:10



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 18, 1998

CSC CORPORATION COMPANY

SUBJECT: WEBWIZARD, L.L.C.
Ref. Number: W98000025967

RESUBMIT

Please give original
submission date as file date.

We have received your document for WEBWIZARD, L.L.C. and your check(s) totaling \$293.75. 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.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return 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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 298A00055398

RECEIVED

98 NOV 19 AM 9:10

DIVISION OF CORPORATIONS

98 NOV 17 AM 9:24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

WEBWIZARD II, L.L.C.

The undersigned acting as the organizer of WEBWIZARD II, L.L.C. under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is WEBWIZARD II, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 650 Douglas Avenue, Altamonte Springs, Florida 32714.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The Company is to be managed by a Manager and the name and address of the initial Manager is:

<u>Name</u>	<u>Address</u>
Randall Ray	650 Douglas Avenue Altamonte Springs, Florida 32714

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 17 AM 9:24

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Randall Ray and the street address of the Company's initial registered office is 650 Douglas Avenue, Altamonte Springs, Florida 32714.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

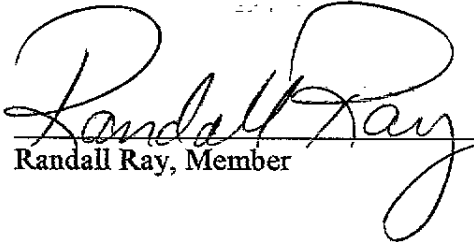
Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

SECRET
DIVISION OF STATE
CORPORATIONS
98 NOV 17 AM 9:24

ARTICLE X – Continuation of Business:

Unless dissolved in accordance with the Company's Regulations, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of this 13th day of November, 1998.


Randall Ray, Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 17 AM 9:24

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is WEBWIZARD II, L.L.C.

2. The name and address of the registered agent and office is:

Randall Ray
650 Douglas Avenue
Altamonte Springs, Florida 32714

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Randall Ray

Dated this 13th day of November, 1998.

5110
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 17 AM 9:24

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of WEBWIZARD II, L.L.C. deposes and says:

The company has at least one member.

1. The total amount of cash contributed by the members is \$500.
2. The agreed value of property other than cash contributed by the members is \$500, which is computer software.
3. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes amounts from paragraphs 1 and 2 above.

Randall Ray
Randall Ray, Member

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of November 1998, by Randall Ray, a Member of WEBWIZARD II, L.L.C. and who is personally known to me and who did not take an oath.



Michele S. Jawyn
(Signature of Notary Public)

(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 17 AM 9:24