

Offices of  
Artice L. McGraw, P.A.  
Attorney and Counselor at Law  
817 North Palafox Street  
Pensacola, Florida 32501-5681

Personal Injury  
Wrongful Death  
Trial Practice-General

Admitted in Florida  
and Alabama

Telephone: (850) 438-4036  
Fax: (850) 438-2136

March 27, 2000

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-03/31/00--01089--003  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: WebCamUSA, Inc.

Dear Sir:

Enclosed for filing are an original and one copy of Articles Of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50 (filing fee: \$35.00, certified copy: \$52.50 and registered agent designation \$35.00). Please return the certified copy to our office.

Thank you for your assistance.

Very truly yours,



Artice L. McGraw

ALM:ss  
Enclosures

FILED  
00 MAR 31 PM 3:43  
TALLAHASSEE, FLORIDA

(10)

ARTICLES OF INCORPORATION

OF

WebCamUSA, Inc.

FILED

00 MAR 31 PM 3:44

TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of becoming a body corporate under the Laws of the State of Florida and do hereby certify, make, subscribe, acknowledge and file, in the Office of the Department of State, this certificate:

1. The name of the corporation shall be: WebCamUSA, Inc.
2. The general nature of the business to be transacted is as follows:

This company is being formed to provide the Internet Viewers a complete source of Video Entertainment and Security through the use of Video cameras, Audio Capture, Presentation Platforms, Surveillance Platforms, High Speed Data Transfer Systems and Storage Devices, Network Systems, Construction of both the means to produce this content and the content itself.

Some of the type of installations range from Video/Audio deriving from Daycare Institutions to Live Events being WebCast over the Internet.

To buy, sell, purchase, assign, hypothecate and otherwise deal in notes, mortgages, bonds and other evidences of indebtedness secured and unsecured, guaranteed, insured or of conventional type.

To acquire, and pay in cash, bonds of this corporation, stock or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract deeds when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or

franchises or for any other lawful purpose of its incorporation; to insure bonds, promissory notes, bills of exchange, debentures, obligations and evidences of indebtedness, payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.

In any manner acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any other licenses or other rights or interest therein or thereunder.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock of, or any bonds, securities of indebtedness created by any other corporation or corporations organized under the laws of this State or any other State or government and while the owners of such stock to exercise all rights, powers and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly now counted as outstanding for the purpose of any stockholders' quorum or vote.

To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this State or in any of the several states, territories, possessions and dependencies of the United States, District of Columbia, or foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment thereto

or necessary or incidental to the protection and benefit of this corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in this Certificate of Incorporation or any amendment thereto, and to do any and all things hereinabove set forth to the same extent as natural persons might do or could do.

The foregoing clauses shall be construed both as objects and powers, and shall be in addition to those powers granted by statute; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, or the nature of business or businesses to be transacted or engaged in by said corporation, but shall be in addition to the business or businesses authorized to be conducted by corporations under the laws of the State of Florida.

3. The maximum number of shares of stock this corporation is authorized to have outstanding at any one time shall be 1,000 shares at a par value of \$1.00 per share.

4. The amount of capital with which this corporation shall begin business is hereby fixed at \$500.00.

5. That this corporation shall exist perpetually and its existence shall cease only upon its lawful dissolution.

6. That the principal office of this corporation will be in Sebring, County of Highlands, State of Florida, and that the post office address of the principal office is: 1825 Marigold Avenue, Sebring, Florida 33872. That the registered agent of this corporation shall be Artice L. McGraw, Esq., and that the post office address for the registered agent is: 817 N. Palafox Street, Pensacola, Florida 32501.

7. That the number of directors of said corporation is hereby fixed at

not less than one nor more than three, the number to be chosen for any given year to be determined by the stockholders at the annual meeting for the election of officers.

8. The names and post office addresses of the members of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of the corporation, or until their successors are elected and have qualified are as follows:

<u>NAME/ADDRESS</u>	<u>% OF OWNERSHIP</u>
Robert E. McAtee 531 W. Rose Foley, AL 36535	51%
Patricia A. Barger P.O. Box 872 Robertsdale, AL 36567	49%

The whole or any part of the capital stock of the corporation (including that subscribed herein) may be paid for in money, or property, labor, services or real estate having a value, in the judgment of the Board of Directors, equivalent to the full par value of the shares of stock to be issued.

The Board of Directors is hereby authorized to issue and hold all or any part of the shares of the capital stock of the corporation (including that subscribed herein) as partly paid.

9. The officers of this corporation who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified shall be:

President:	Robert E. McAtee
Vice-President:	Patricia A. Barger
Secretary/Treasurer:	Patricia A. Barger

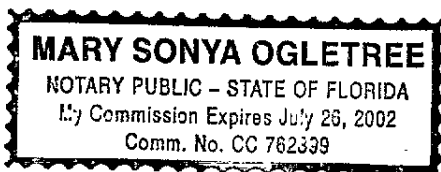
IN WITNESS WHEREOF, the undersigned, ROB E. McATEE, has hereunto set his hand and seal to this Certificate of Incorporation as a subscriber aforesaid, on this the 27<sup>th</sup> day of March, 2000, and made and executed this Certificate of Incorporation at Pensacola, Escambia County, Florida, for the uses and purposes aforesaid.

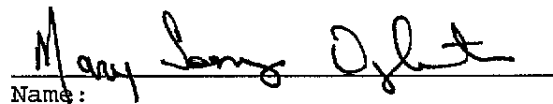
  
ROB E. McATEE

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me, the undersigned Notary Public, in and for said State and County, this 27<sup>th</sup> day of March, 2000, by Rob E. McAtee, party to the foregoing Certificate of Incorporation, to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation of WebCamUs, Inc., and he acknowledged and declared that he did make, execute, subscribe and acknowledge the foregoing Certificate of Incorporation as his several voluntary act and deed for the purpose of forming a body corporate, pursuant to and under the laws of the State of Florida, and the foregoing Certificate of Incorporation, and that the facts set forth therein are true and correct.

That the said Rob E. McAtee is personally known to me and who did take an oath.



  
Name: \_\_\_\_\_  
Notary Public - State of Florida  
My Commission Expires: 7/26/02  
Commission # \_\_\_\_\_

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

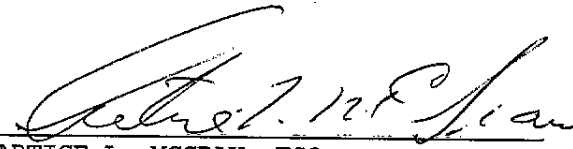
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That WebCamUSA, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Sebring, County of Highlands, State of Florida, has named Artice L. McGraw, Esq., located at 817 N. Palafox Street, Pensacola, Escambia County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
ARTICE L. MCGRAW, ESQ.

FILED  
00 MAR 31 PM 3:44  
TALLAHASSEE, FLORIDA