

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 70 • 1-800-342-8062 • Fax (850) 222-1222

P000000067582

The Web Shopping
Club.com, Inc

800003323008--9

-07/14/00--01038--012

*****78.75 *****78.75

Signature _____

Requested by: LS

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File
☐ LTD Partnership File
☐ Foreign Corp. File
☐ L.C. File
☐ Fictitious Name File
☐ Trade/Service Mark
☐ Merger File
☐ Art. of Amend. File
☐ RA Resignation
☐ Dissolution / Withdrawal
☐ Annual Report / Reinstatement
☒ Cert. Copy
☐ Photo Copy
☐ Certificate of Good Standing
☐ Certificate of Status
☐ Certificate of Fictitious Name
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
☐ Vehicle Search
☐ Driving Record
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ Courier T. Burch

SEP 14 10 31 AM '00
TALLAHASSEE, FLORIDA

00 JUL 14 PM 3:02

FILED

SEP 14 10 31 AM '00
TALLAHASSEE, FLORIDA

00 JUL 14 AM 11:39

RECEIVED

JUN 14 2000

ARTICLES OF INCORPORATION
OF
THE WEB SHOPPING CLUB.COM, INC.

FILED
00 JUL 14 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is The Web Shopping Club.Com, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and mailing address is:

255 Capri Circle
Suite #31
Treasure Island, Florida 33706

ARTICLE III

TERM

_____ The term of existence of this Corporation is perpetual.

ARTICLE IV

PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Louis A. Caputo	255 Capri Circle Suite #31 Treasure Island, Florida 33706
Henry Eric Mausolf	12283 97th Avenue North Seminole, Florida 33772

ARTICLE VII

OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	Louis A. Caputo 255 Capri Circle Suite #31 Treasure Island, Florida 33706
Secretary	
Vice President	Henry Eric Mausolf 12283 97th Avenue North Seminole, Florida 33772
Treasurer	

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Robert E. Wiggins
334 East Lake Road #336
Palm Harbor, Florida 34685

ARTICLE IX

INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including

counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X

BYLAWS

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special

meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

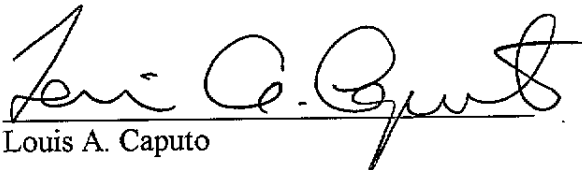
NAME

ADDRESS

Louis A. Caputo

255 Capri Circle
Suite #31
Treasure Island, Florida 33706

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this 12th day of July, 2000.


Louis A. Caputo

STATE OF FLORIDA)

COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LOUIS A. CAPUTO, to me known to be the person in and who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 12th day of

July, 2000.



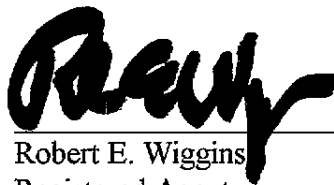
Susan Levin

NOTARY PUBLIC - State of Florida
My Commission Expires: 9/12/2001

**CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT**

I, Robert E. Wiggins, as Registered Agent for TheWeb Shopping Club.Com, Inc. do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 334 East Lake Road #336, Palm Harbor, County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: July 12, 2000


Robert E. Wiggins
Registered Agent

00 JUL 14 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED