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FILED  
00 JUL 12 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 11, 2000

VIA OVERNIGHT DELIVERY

Florida Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Attn: Filing Section

Re: Webtraks, Inc.

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation of the above-captioned corporation.

Please be advised that my client on whose behalf I am filing the enclosed Articles of Incorporation, has previously filed a fictitious name registration with the Florida Department of State for the name "WEBTRAKS." The name was registered on September 2, 1999 (Registration Number: G99244900165). Therefore, there is no conflict regarding ownership and use of the name Webtraks resulting from an incorporation under the same name.

Enclosed is a check for \$122.50, covering the various fees incident to the filing of the Articles of Incorporation. Please send a certified copy of the Articles to my attention at the above address.

Thank you for your cooperation.

Sincerely,

  
Edwin B. Kagan

EBK/mk  
Enclosures  
cc: Linda Furuya

D. BROWN JUL 17 2000

ARTICLES OF INCORPORATION  
OF  
WEBTRAKS, INC.

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00 JUL 12 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be Webtraks, Inc.

ARTICLE II - MAILING ADDRESS

The mailing address of this corporation is as follows:

3225 South Macdill Avenue  
Suite 110  
Tampa, FL 33629

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

#### ARTICLE V - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of one hundred million (100,000,000) shares of common stock, having a par value of \$.0001 per share.

#### ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and the street address of the initial Registered Office of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

#### ARTICLE VII - DIRECTORS

This corporation shall have four (3) directors initially. The number of directors may either be increased or decreased from time to time in accordance with the Bylaws of this corporation. The names and addresses of the individuals who are to serve as the initial directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
R.W. Shiverdecker	3225 South Macdill Avenue Suite 110 Tampa, FL 33629
John H. Hurst	3225 South Macdill Avenue Suite 110 Tampa, FL 33629
Linda Furuya	3225 South Macdill Avenue Suite 110 Tampa, FL 33629

**ARTICLE VIII - OFFICERS**

The following person shall serve as an officer of this corporation until the earlier of her resignation, death or removal from office or until her successor is chosen and qualifies:

<u>Name</u>	<u>Office</u>
Linda Furuya	President

**ARTICLE IX - AFFILIATED TRANSACTIONS**

This corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

**ARTICLE X - CONTROL-SHARE ACQUISITIONS**

This corporation exercises its right, pursuant to Section 607.0902(5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

**ARTICLE XI - INCORPORATOR**

The name and address of the corporation's incorporator is as follows:

<u>Name</u>	<u>Address</u>
Linda Furuya	3225 South Macdill Avenue Suite 110 Tampa, FL 33629

**ARTICLE XII - INDEMNIFICATION**

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation of Webtraks, Inc. this 11 day of July, 2000.

  
LINDA FURUYA, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of Webtraks, Inc. was sworn to and acknowledged before me this 11<sup>th</sup> day of July, 2000, by LINDA FURUYA.



Edwin B Kagan  
My Commission CC911296  
Expires February 16, 2004

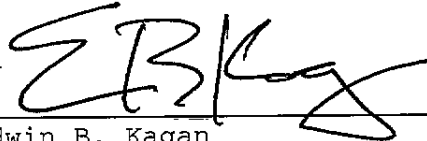
  
Notary Public

My Commission Expires:

Personally known ✓ or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as Registered Agent, and 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 Section 607.0505, Florida Statutes.



Edwin B. Kagan  
REGISTERED AGENT

FILED  
00 JUL 12 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA