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TRANSMITTAL LETTER

Street Address
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
00 JUL 28 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: WEB FIRE, INCORPORATED

Enclosed is an original and two (2) copies of the articles of incorporation and a check for:

\$87.50
Filing Fee,
Certified Copy,
& Certificate of Status

FROM: Michael Shelton
265 South Federal Highway, #258
Deerfield Beach, Florida 33441.

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Pw 8/1/00

**ARTICLES OF INCORPORATION
OF
WEB FIRE, INCORPORATED**

FILED
00 JUL 28 PM 2: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I
Name**

The name of this corporation shall be WEB FIRE, INCORPORATED.

**Article II
Principal Office and Mailing Address**

The principal place of business and mailing address of this corporation shall be 265 South Federal Highway, #258, Deerfield Beach, Florida 33441.

**Article III
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**Article IV
Initial Registered Agent and Address**

The street address of the initial registered office of this corporation is 265 South Federal Highway, #258, Deerfield Beach, Florida 33441, and the initial registered agent at that office is Michael Shelton.

**Article V
Incorporator**

The name and street address of the incorporator of this corporation are:

Michael Shelton
265 South Federal Highway, #258
Deerfield Beach, Florida 33441

Article VI
Duration

This corporation shall exist perpetually.

Article VII
Purposes

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

(a) This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The names and street addresses of the initial directors of the corporation are:

Michael Shelton
265 South Federal Highway, #258
Deerfield Beach, Florida 33441

Michael DuBay
265 South Federal Highway, #258
Deerfield Beach, Florida 33441

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 25th day of July, 2000.




MICHAEL SHELTON

DuBay, and upon receipt of the consideration for such shares, the shares shall be fully paid and non-assessable;

FURTHER RESOLVED, that the President or any other officer of the corporation is hereby authorized to open one or more bank accounts for the corporation, and the undersigned directors hereby adopt all resolutions required by any bank to open such accounts and authorize the President or any other officer to certify that such resolutions have been adopted; and

FURTHER RESOLVED, that the Corporation hereby elects to be treated as a Subchapter S corporation, and the officers of the Corporation are hereby authorized to take all actions and make all filings that they deem necessary or appropriate to effect such election.

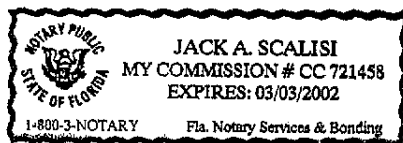
Dated this 25th day of July, 2000.


MICHAEL SHELTON


MICHAEL DUBAY

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL SHELTON, personally known to me to be the person described in the foregoing articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida this 25th day of July, 2000.





**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

FILED

JUL 28 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

WEB FIRE, INCORPORATED, desiring to organize or qualify under the laws of the State of Florida hereby designates MICHAEL SHELTON as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 265 South Federal Highway, #258, Deerfield Beach, Florida 33441.

DATED this 25th day of July, 2000.


MICHAEL SHELTON

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 25th day of July, 2000.


MICHAEL SHELTON

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL SHELTON, personally known to me to be the person described in the foregoing articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida this 25th day of July, 2000.

**CONSENT TO ACTION
IN LIEU OF ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS OF
WEB FIRE, INCORPORATED**

Pursuant to the authority contained in Section 607.0825, Florida Statutes, the undersigned being all of the directors of WEB FIRE, INCORPORATED, a corporation organized and existing under the laws of the State of Florida, do consent to the adoption of the following resolutions and the taking of all actions specified in or contemplated by these resolutions:

RESOLVED, that the actions of the Incorporator be, and the same hereby are, ratified and approved in all respects;

FURTHER RESOLVED, that the Articles of Incorporation of the corporation, in the form attached hereto, are adopted and approved as the Articles of Incorporation of the corporation;

FURTHER RESOLVED, that the form of Bylaws, attached hereto, is adopted as the Bylaws of the corporation and that a copy shall be inserted in the minute book of the corporation;

FURTHER RESOLVED, that the form of stock certificate, attached hereto, is adopted as the official form of stock certificate of the corporation, and that a copy shall be inserted in the minute book of the corporation;

FURTHER RESOLVED, that the seal impressed upon the margin hereby is adopted as the official seal of the corporation;

FURTHER RESOLVED, that the following persons are elected to the following offices of the corporation, to serve until the earlier of their resignation, removal or the next annual meeting of the shareholders and directors:

Michael Shelton - President
Michael DuBay - Vice President
Michael DuBay - Secretary
Michael Shelton - Treasurer

FURTHER RESOLVED, that the corporation, for and in consideration of the payment of \$250, shall issue 250 shares of the corporation's common stock to Michael Shelton, and upon receipt of the consideration for such shares, the shares shall be fully paid and non-assessable;

FURTHER RESOLVED, that the corporation, for and in consideration of the payment of \$250, shall issue 250 shares of the corporation's common stock to Michael