

PO1000006984

CHRISTOPHER MARTIN LYNCH

36931 State Road 54 West
Zephyrhills, Florida 33541

000003552720--9
-01/17/01--01116--001
*****78.75 *****78.75

January 15, 2001

Florida Department of State
Corporation Division/New Filings
Post Office Box 6327
Tallahassee, Florida 32314

FILED
01 JAN 17 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for **WebCat Holdings, Inc.**, along with a check in the amount of \$78.75 which should cover the cost of filing the articles and a certificate of incorporation.

I would appreciate your filing the articles and returning a copy to me as soon as possible. If you require anything further, please advise.

Sincerely,

Christopher Martin Lynch

Enclosure
/cml

1-19-01
WCL

ARTICLES OF INCORPORATION

OF

WebCat Holdings, Inc.

FILED
01 JAN 17 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is WebCat Holdings, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of the Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 36931 State Road 54 West, Zephyrhills, Florida 33541.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 36931 State Road 54 West, Zephyrhills, Florida 33541. The name of the initial registered agent of this corporation is Christopher Martin Lynch.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial directors and officers of this corporation shall be as follows:

President and Director: Christopher Martin Lynch

Vice President/Secretary/Treasurer & Director: Christopher Martin Lynch

ARTICLE VIII - RIGHTS OF INITIAL DIRECTORS

The corporation shall have at least one (1) but no more than five (5) directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director becomes a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. Future Directors need not be shareholders. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment until after the adoption of the By-laws at the initial meeting of shareholders and directors following which the procedures set forth herein of in the By-laws, as may be amended from time to time, shall control.

ARTICLE IX - INCORPORATORS AND SUBSCRIBERS

The names of the Incorporator and subscribers and the name of shares taken is as follows:

Incorporator: Christopher Martin Lynch 1,000 shares


ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the board of Directors and the shareholders.

ARTICLE XV - PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

IN WITNESS WHEREOF, the undersigned incorporators and subscribers have executed these Articles of Incorporation, this 16th day of January, 2001.


CHRISTOPHER MARTIN LYNCH, Incorporator
36931 State Road 54 West
Zephyrhills, Florida 33541

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th day of Jan. 2001,
2001, by CHRISTOPHER MARTIN LYNCH, President and Director of WebCat Holdings, Inc.,
on behalf of the corporation, who is personally known to me or produced the following as
identification: A Driver License



Stacey C. Penzato
MY COMMISSION # CC967508 EXPIRES
September 12, 2004
BONDED THRU TROY PAUL INSURANCE, INC.

Stacey C. Penzato
Notary Public - Signature

(SEAL)

Having been named as Registered Agent to accept service of process for WebCat Holdings, Inc. at 36931 State Road 54 West, Zephyrhills, Florida 33541, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Christopher M. Lynch
CHRISTOPHER MARTIN LYNCH, Registered Agent