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PLEASE REPLY TO:  
MELBOURNE OFFICE

OF COUNSEL:  
BYRON B. MATHEWS, JR.

February 7, 2001

000003675200-4  
-02/12/01-01149-006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Web Classified International, Inc.  
Articles of Incorporation  
Our File No.: 101-1681

FILED  
01 FEB 28 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

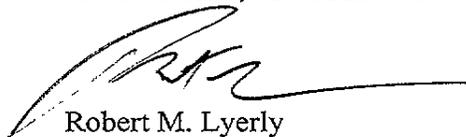
Enclosed please find an original and one copy of Articles of Incorporation for the above referenced cause. I have also enclosed a check in the amount of \$ 78.75 representing the required filing fee.

I would appreciate receiving a certified copy of these Articles after they have been filed. I have enclosed a self addressed envelope for your convenience.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

AMUNDSEN, MOORE & TORPY



Robert M. Lyerly

RML:bev  
enclosure(s): Articles of Incorporation  
Copy of Articles  
Check

/ T. Burch FEB 28 2001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 13, 2001

AMUNDSEN MOORE & TORPHY  
ATTN: ROBERT M. LYERLY  
202 NORTH HARBOR CITY BLVD STE 300  
MELBOURNE, FL 32935

SUBJECT: WEB CLASSIFIELD INTERNATIONAL, INC.  
Ref. Number: W01000003432

We have received your document for WEB CLASSIFIELD INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 901A00008911

*ARTICLES OF INCORPORATION*  
*OF*  
*WEB CLASSIFIED INTERNATIONAL, INC.*

FILED  
01 FEB 28 PM 4: 03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is WEB CLASSIFIED INTERNATIONAL, INC.

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000,000.00) shares of \$0.01 Dollar par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 3 Annette Drive, West Melbourne, FL 32904. The address, in Florida, of the initial registered agent of this Corporation is 202 N. Harbor City Blvd, Ste. 300, Melbourne, FL 32935 and the name of the initial registered agent of this Corporation at that address is Robert M. Lyerly.

ARTICLE VII

The initial Board of Directors shall consist of One Director initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Robert W. Fontaine, II  
3 Annette Drive  
West, Melbourne, FL 32904

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

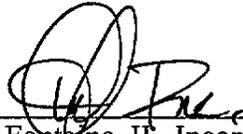
The name and address of the initial incorporator is as follows:

Robert W. Fontaine, II  
3 Annette Drive  
West, Melbourne, FL 32904

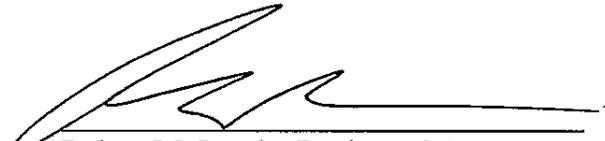
ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 6 day of February, 2001.

  
\_\_\_\_\_  
Robert W. Fontaine, II, Incorporator

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
Robert M. Lyerly, Registered Agent

STATE OF FLORIDA  
COUNTY OF BREVARD

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, Robert W. Fontaine, II, who is personally known to me or produced \_\_\_\_\_ as identification, and who executed

the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 6 day of February, 2001.

*Michelle Bieri*  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

My Commission Expires:

\_\_\_\_\_

