



P01000070074

ACCOUNT NO... : 072100000032

REFERENCE : 220732 81505A

AUTHORIZATION :

Patricia Pizuto

COST LIMIT : \$ 70.00

ORDER DATE : July 13, 2001

ORDER TIME : 10:50 AM

ORDER NO. : 220732-005

CUSTOMER NO: 81505A

CUSTOMER: Sam Reiber, Esq
Linsky & Reiber

Suite 200
601 East Twigg Street
Tampa, FL 33602

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 13 PM 12:19
NOT RECORDED
TO AGENCY FILED
SUFFICIENCY OF FILING

300004474833--0

DOMESTIC FILING

NAME: GOLDWEB, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112
EXAMINER'S INITIALS:

*509-619-611
W01-10228*

JS 7/17/01

FILED
2001 JUL 13 PM 3:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2001 JUL 13 PM 3:31

SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 13, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GOLDWEB, INC.
Ref. Number: W01000016228

RESUBMIT
Please give original
submission date as file date.

We have received your document for GOLDWEB, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 301A00041509

2001 JUL 13

TO ACHIEVE SUFFICIENT FILING

FILED

2001 JUL 13 PM 3: 31

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

of

GOLDWEB, INC.

The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

GOLDWEB, INC.

The principal address of the corporation shall be:

601 EAST TWIGGS STREET

SUITE 200

TAMPA, FLORIDA 33602

ARTICLE II

DURATION

This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized to:

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of stock having a par value of \$1.00 per share. All shares of stock shall be designated as common shares. The stock may be issued in fractioned shares and may be in whole or in part canceled and reissued at any time in compliance with the By-laws of this corporation. Said stock shall be paid for in such manners as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE V
DIVIDENDS

The holders of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of Directors either from the corporation's net earnings or from the surplus of the corporation's assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or shares of the common stock of the corporation.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 601 East Twiggs Street, Suite 200, Tampa, Florida 33602 and the name of the initial registered agent of this corporation at that address is Sam I. Reiber.

ARTICLE VII
DIRECTORS

The Board of Directors of the corporation shall consist of 1 member whose name is Sam I. Reiber, 602 East Twiggs Street, Suite 200, Tampa, Florida 33602.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE VIII
INCORPORATORS**

The name and post office address of the incorporator of the Articles of Incorporation is:

Sam I. Reiber, Esq.
601 East Twiggs Street
Suite 200
Tampa, Florida 33602

**ARTICLE IX
AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

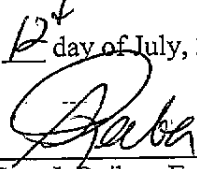
**ARTICLE X
BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation for the uses and purposes herein stated this 12th day of July, 2001.

I hereby accept to act in this capacity,
and agree to comply with the provisions
of this act relative to keeping open
said office.

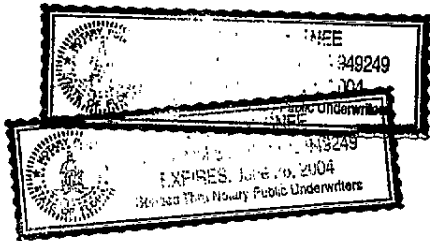


Sam I. Reiber, Esq. - Registered Agent
601 E. Twiggs Street
Suite 200
Tampa, Florida 33602
(813) 223-7509

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared, Sam I. Reiber, as incorporator and who executed the foregoing Articles of Incorporation this 12 day of JULY, 2001.

WITNESS MY HAND and official seal at Tampa, Hillsborough County, Florida this 12 day of JULY, 2001.



Angela R. Snee
Notary Public, State of Florida
My Commission Expires:
Print name: ANGELAR-SNEE
 Personally Known
 Produced Identification
Type of Identification _____