

PD2000066107

To: Department of State, Division of Corporations

From: Robert Allen Basse

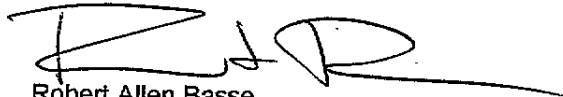
Subject: Payment on File

Date: 08/30/2002

fee received

Enclosed with this letter is a copy of a money order receipt and a copy of a letter that was sent to me after being denied filing by your office. One of the corporations that I own currently has a negative balance attached to it. I would like to apply that balance towards the fee that will be assessed for the restatement of the articles of incorporation for Central Florida Web Design, Inc.

Thank You,



Robert Allen Basse
Central Florida Web Design, Inc.
Chairman, CEO

500005049955--N
-03/06/02--01038--014
*****35.00 *****35.00

FILED
02 SEP -4 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
02 SEP -4 AM 9:09
DIVISION OF CORPORATIONS

9/5/02
Restated
Articles
SF



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 14, 2002

Mr. Robert Basse
P.O. Box 56137²³
Rockledge, FL 32956

SUBJECT: FOREVER LASTING FLOWERS.COM, INC.
Ref. Number: P01000029300

We have received your document for FOREVER LASTING FLOWERS.COM, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is no provision for an incorporator to adopt restated articles of incorporation. They should be adopted by either the shareholders or by the board of directors. If adopted by the board alone a statement that shareholder approval was not required should also be made.

The restated articles should be titled either Articles of Restatement or Restated Articles.

The official name of the corporation can be changed to EMERICOR CORPORATION. However, we can only reflect the name in our database as EMERICOR CORPORATION. The TM cannot be shown.

No trademark/service mark is presently on file with the Division of Corporations under the name EMERICOR. Please delete any and all information referencing trademarks from your amendment. If you choose to register a trademark or service, enclosed is appropriate information.

I tried to reach you by phone before returning your document but could not obtain a phone number. When returning your document, please provide a phone number where you can be reached during normal business hours.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 002A00015330

W02000007197

Central Florida Web Design, Inc.
Restatement of the Articles of Incorporation

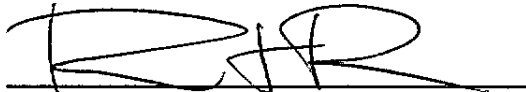
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02 SEP -4 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

No statement in the Restatement of the Articles of Incorporation required shareholder approval.

The Board of Directors of the Corporation adopted the Restatement of the Articles of Incorporation.

The duly adopted Restatement of the Articles of Incorporation supersedes the original Articles of Incorporation and all amendments to them.

Signed by the Chairman of the Board of Central Florida Web Design, Inc. on August 30, 2002.


Robert Allen Basse
Chairman, CEO

08/30/02
Date

FILED
02 SEP -4 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Central Florida Web Design, Inc.

RESTATEMENT OF THE ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Central Florida Web Design, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal office of business/mailing address is:

4849 SW 103rd Place
Ocala, FL 34476

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

- a. to develop web sites for clients
- b. to construct digital logos for clients' web sites
- c. to construct graphics for clients' web sites
- d. to offer marketing services for clients' web sites
- e. to offer hosting services
- f. to sell domain names

ARTICLE IV SHARES

The number of shares of stock is:

1000

ARTICLE V OFFICERS OF THE CORPORATION

The names and addresses of the Officers of the Corporation are:

Robert Allen Basse
4849 SW 103rd Place
Ocala, FL 34476

Title: Chief Executive Officer

Jacque Cosentino
4849 SW 103rd Place
Ocala, FL 34476

Title: Chief Financial Officer

ARTICLE VI DIRECTORS OF THE CORPORATION

The name and address of the Directors of the Corporation is:

Robert Allen Basse
4849 SW 103rd Place
Ocala, FL 34476

Title: Chairman of the Board of Directors

ARTICLE VII REGISTERED AGENT AND REGISTERED OFFICE

The name and Florida street address of the registered agent is:

Robert Allen Basse
4849 SW 103rd Place
Ocala, FL 34476

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is:

Robert Allen Basse
4849 SW 103rd Place
Ocala, FL 34476


ARTICLE IX FIRST CLASS SHARES

All 1000 shares of the Corporation have unlimited voting rights and shall be redeemable, convertible, distributed at the discretion of the Chairman of the Board of Directors.


ARTICLE X NET ASSETS UPON DISSOLUTION OF THE CORPORATION

First class shareholders of the Corporation shall be entitled to the net assets of the Corporation upon dissolution.

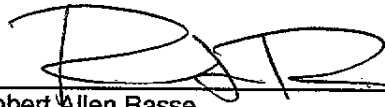
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



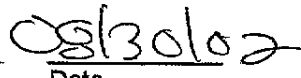
Robert Allen Basse
Registered Agent



Date



Robert Allen Basse
Incorporator



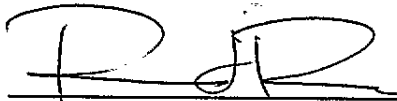
Date



Jacque Jean Cosentino
Chief Financial Officer



Date



Robert Allen Basse
Chairman, CEO



Date