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ROBERT L. BAKERIS
ATTORNEY AT LAW

THE COMPTON FINANCIAL CENTER
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BOCA RATON, FLORIDA 33432

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STATE
FLORIDA
JUL 10 PM 1:17

July 5, 1995

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

400001533634
-07/10/95--01060--018
****122.50 ****122.50

RE: Articles of Incorporation of WebSpinnerS, Inc.

Dear Secretary of State:

Enclosed please find one original and a copy of the Articles of Incorporation of WebSpinnerS. A check in the amount of \$122.50 is also enclosed for the required filing fees and also for a certified copy of the Articles of Incorporation. The acceptance by the registered agent is within the Articles of Incorporation.

Please return the certified copy of the articles in the self-addressed envelope that has been provided. Thank you for your assistance in the formation of the above corporation.

Sincerely Yours,


Robert Lee Bakeris, Esq.

RLB/kaf
Enclosures

cc: Edward H. Benson
Domenic Nardi
Bruce Beadle
Albert James

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PAK 7-13

**ARTICLES OF INCORPORATION FOR
WebSpinnerS, Inc.**

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

ARTICLE I - NAME

The name and principle address of the corporation shall be:

WebSpinnerS, Inc.
8233 Scenic Turn
Boca Raton, Florida 33433

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - STATED CAPITAL

The corporation is authorized to issue 50,000 shares of common stock having \$0.01 (one cent) par value per share.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is to be determined from time to time by the Board of Directors, to be paid, in whole or part, in cash or other property, tangible or intangible, or labor or services actually performed for the corporation. Shares may not be issued until full amount of the consideration therefore has been paid. Thereafter, such share shall be deemed to be fully paid and nonassessable.

ARTICLE IV - BOARD OF DIRECTORS

All corporate powers should be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the share holders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as

shall be provided by the shareholders.

The corporation shall have four directors initially. The number of directors may be thereafter increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors whom shall hold office until their successors, whom shall be chosen at the first meeting of the stockholders, have qualified shall be:

EDWARD H. BENSON III

8233 Scenic Turn
Boca Raton, Florida 33433

DOMENIC NARDI

5801 N.E. 1st Avenue
Fort Lauderdale, Florida 33334

BRUCE BEADLE

9910 N.W. 2nd Court
Plantation, Florida 33324

ALBERT JAMES

6382 Harbor Bend
Margate, Florida 33063

ARTICLE V - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers or duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are:

EDWARD H. BENSON III	8233 Scenic Turn Boca Raton, Florida 33433
DOMENIC NARDI	5801 N.E. 1st Avenue Fort Lauderdale, Florida 33334
BRUCE BEADLE	9910 N.W. 2nd Court Plantation, Florida 33324
ALBERT JAMES	6382 Harbor Bend Margate, Florida 33063

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office and Agent of the corporation is: 8233 Scenic Turn, Boca Raton, Florida 33433, and the name of the Initial Registered Agent of the corporation at that address is:

EDWARD H. BENSON III

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *Edward H. Benson III*
(Registered Agent)

DATE 7 / 1 / 95

RECEIVED
JUL 10 PM 1:17
STATE OF FLORIDA

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 1st day of July, 1995.

Edward H. Benson III
EDWARD H. BENSON III

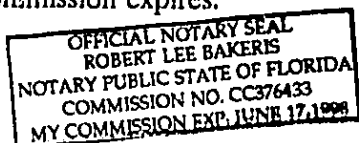
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer of duly authorized to minister oaths and take acknowledgments, personally appeared EDWARD H. BENSON III, known to me or who has produced FL Driver License # B52-228-67 484-0 as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 1st day of July, 1995
at Boca Raton, Palm Beach County, Florida.

Robert Lee Bakeris
NOTARY PUBLIC
State of Florida at Large

My commission expires:



IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 1st day of July, 1995.

Domenic Nardi
DOMENIC NARDI

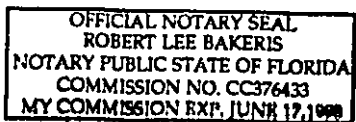
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer of duly authorized to minister oaths and take acknowledgments, personally appeared DOMENIC NARDI, known to me or who has produced FL Driver's License # 1630-172-65-373-D as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 1st day of July, 1995 at
Boca Raton, Palm Beach County, Florida.

Robert Lee Bakeris
NOTARY PUBLIC
State of Florida at Large

My commission expires:



IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 1st day of July, 1995.

Bruce Beadle
BRUCE BEADLE

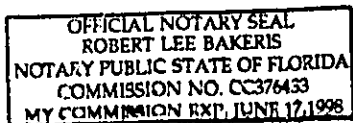
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer of duly authorized to minister oaths and take acknowledgments, personally appeared BRUCE BEADLE, known to me or who has produced FL Driver License # B340-061-68-139 as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 1st day of July, 1995 at
Boca Raton, Palm Beach County, Florida.

Robert Lee Bakeris
NOTARY PUBLIC
State of Florida at Large

My commission expires:



IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 1st day of July, 1995.

Albert James
ALBERT JAMES

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer of duly authorized to minister oaths and take acknowledgments, personally appeared ALBERT JAMES, known to me or who has produced PL Business License #J520-030-74-219-0 as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 1st day of July, 1995 at
Boca Raton, Palm Beach County, Florida.

Robert Lee Bakeris
NOTARY PUBLIC

State of Florida at Large

My commission expires:

