

P95000068340



PREFERRED
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

EFFECTIVE DATE
8/29/95

REFERENCE : 674307 95101A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : September 5, 1995

ORDER TIME : 11:51 AM

ORDER NO. : 674307

CUSTOMER NO: 95101A

501000015375015
09/05/95 01055 130
****122.50 ****122.50

CUSTOMER: Ms. Nancy Calhoun
SALLEY FEINBERG & HAMES, P.A.

P. O. Box 3829

Orlando, FL 32802-3829

DOMESTIC FILING

NAME: CYBERSELL, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

SAB
9/6/95

EFFECTIVE DATE

8/29/95

ARTICLES OF INCORPORATION
OF
CyberSell, Inc.

The undersigned, being above the age of twenty-one (21) years and competent to contract, and being a citizen and a resident of the United States of America, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be CyberSell, Inc. and its principal place of business shall be located at 545 Bird Song Court, Longwood, Florida 32779.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of signing these Articles of Incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without

limitation, the following:

1. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

3. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

4. To lend money to and use its credit to assist its officers and employees in accordance with Florida Statute 607.141.

5. To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things

capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

6. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

7. To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

9. To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

10. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

11. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without this state.

12. To elect or appoint officers and agents and define their duties and fix their compensation.

13. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

14. To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

15. To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

16. To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

17. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

18. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

19. To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV

CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value. This Corporation is authorized to issue Ten Thousand (10,000) shares of Class A voting common stock, having a par value of One Dollar (\$1.00) per share.

2. Voting Rights. The holders of Class A common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Class A common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Consideration for Issuance of Stock. The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such

consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services shall not constitute payment or part payment for the issuance of stock of the Corporation.

4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 545 Bird Song Court, Longwood, Florida 32779, and the initial registered agent of this Corporation at that address shall be Samuel C. Certo. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time

to time by the bylaws. The name and street address of the initial director of this Corporation is: Samuel C. Certo who is located at 545 Bird Song Court, Longwood, Florida 32779.

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles as incorporator is Samuel C. Certo, 545 Bird Song Court, Longwood, Florida 32779.

ARTICLE VIII

BYLAWS

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

ARTICLE IX

INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X

AMENDMENT

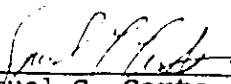
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name and seal this 27th day of August, 1995.



Samuel C. Certo (SEAL)

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

CyberSell, Inc. (the "Corporation"), desiring to organize as a Florida corporation, has named and designated Samuel C. Certo as its Registered Agent to accept service of process within the State of Florida with its registered office located at 545 Bird Song Court, Longwood, Florida 32779.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 27th day of August, 1995.



Samuel C. Certo
Registered Agent

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

P95000068340



PRIENTHOLD
LEGAL & FINANCIAL SERVICES

FILED
9 JAN 16 PM 12:52
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000037

REFERENCE : 002004 95101A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : January 15, 1996

ORDER TIME : 2:31 PM

ORDER NO. : 002004

CUSTOMER NO: 95101A

CUSTOMER: Ms. Nancy Calhoun
Salley Feinberg & Hames, P.a.
P. O. Box 3829

Orlando, FL 32802-3829

100001689201
-01/16/96--01014--014
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: CYBERSELL, INC.

RECEIVED
96 JAN 16 PM 8 51
DIVISION OF CORPORATION

X ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
X PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

*None
Change
1/16/96
DC*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CYBERSELL, INC.

FILED
JAN 16 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of CYBERSELL, INC. (the "Corporation") are hereby amended as follows:

FIRST: The name of this corporation is CYBERSELL, INC.

SECOND: Article I of said Articles of Incorporation is amended by deleting the provisions of said Article I as the same now exists, and by substituting in lieu thereof, the following:

"ARTICLE I

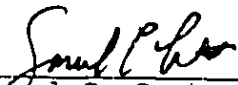
The name of this Corporation shall be "WEB SOLVERS,
INC. "

THIRD: The foregoing Amendment was adopted by Written Consent of the Shareholders of the Corporation, in Lieu of a Special Meeting, executed by Shareholders holding a sufficient number of votes to cause approval of the foregoing Amendment on the 9th day of January, 1996 and by Written Consent of the Board of Directors of the Corporation, in Lieu of a Special Meeting, executed by all of the Directors of said Corporation on the 9th day of January, 1996.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized

officers and its corporate seal to be affixed hereto this 9 day
of January, 1996.

CYBERSELL, INC.

By: 

Samuel C. Certo
President

(CORPORATE SEAL)