

1201 HAYS STREET

800-142-8086

TALLAHASSEE, FL 32310

09/01 TAX



P9500072318

ACCOUNT NO. : 0721000000022

REFERENCE : 686250 8081A

AUTHORIZATION : *Patricia P. [Signature]*

COST LIMIT : \$ 122.50

ORDER DATE : September 19, 1995

ORDER TIME : 9:47 AM

200001588372

ORDER NO. : 686250

CUSTOMER NO: 8081A

CUSTOMER: J. Andrew Haqan, Esq
COBB COLE & BELL

P. O. Box 2491

Daytona Beach, FL 32115-2491

EFFECTIVE DATE
SEP 15 1995

DOMESTIC FILING

NAME: THE WEBTEK CORPORATION

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: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN SEP 19 1995

FILED
95 SEP 19 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
SEP 15 1995

ARTICLES OF INCORPORATION
OF
THE WEBTEK CORPORATION
A Florida Corporation

FILED
95 SEP 19 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this corporation is: The WebTek Corporation.

ARTICLE 2

DURATION

The duration of the corporation is perpetual. The date and time of commencement is the time these Articles are subscribed and acknowledged if filed with the Department of State of the State of Florida within five (5) days after such date, but if not filed within five (5) days, the time of filing with the Department of State.

ARTICLE 3

GENERAL PURPOSES

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 4

SHARES

Section 1. Classes

The maximum number of shares which this corporation is authorized to have outstanding at any time shall be 100,000 shares of common stock with a par value of \$.10 per

share, and 100,000 shares of preferred stock having a par value of \$.10 per share. All stock issued shall be fully paid.

Section 2. Rights upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, and subsequent to the payment of all creditors, the holders of record of the outstanding preferred shares shall be entitled to be paid the Stated Value for each of such preferred shares, plus accumulated dividends thereon up to the date of such liquidation, dissolution, or winding up of this corporation, whether or not this corporation shall have a surplus or earnings available for dividends, and no more. After payment to the holders of preferred shares of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the common shares.

Section 3. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Section 4. First Series Preferred Stock

The Corporation creates one series of preferred stock designated as First Series Preferred Stock consisting of 60,000 shares, \$.10 par value each to be offered in units consisting of 10,000 shares each. The stated value of the First Series shall be equal to One and no/100 Dollars (\$1.00) per share (the "Stated Value"), and the First Series may only be issued upon payment of the Stated Value per share. The preferences and relative, participating,

optional, and other special rights, and the qualifications, limitations or restrictions on such preferences and rights of such series shall be as follows:

1. ***Dividends.*** The holders of record of shares of the First Series shall be entitled to receive, when and as declared by the Board of Directors out of assets of the Corporation legally available for payment, cumulative cash dividends, payable quarterly, at the rate of Ten Percent (10%) per annum. Dividends on First Series, calculated as a percentage of Stated Value, will be payable quarterly in arrears on the first day of January, April, July, and October of each year, with the first dividend payment on October 1, 1995, in preference to and in priority over dividends upon the Common Stock of the Corporation. Dividends on each share of the First Series shall accumulate, whether or not earned or declared, from the date of its issuance. The holder of shares of the First Series shall not be entitled to any dividends other than the cash dividends provided for in this paragraph. No dividends shall be declared or paid on the Common Stock of the Corporation during any period when dividends on the First Series are outstanding and unpaid.

The amount of dividends per share payable for each dividend period shall be computed by applying Two and One-Half Percent (2.5%), which is the quarterly rate, against the Stated Value per share of the First Series, rounding to the nearest cent. The amount of dividends payable for the initial dividend period or any period shorter than a full dividend period shall be computed on the basis of Thirty (30) day months, a Three Hundred Sixty (360) day year and the actual number of days elapsed in the period.

2. ***Optional Redemption.*** The First Series may be redeemed, in whole or in part, at the option of the Corporation by resolution of its Board of Directors, at anytime and from time to time, at the redemption price of \$2.00 per share during the first 36 months following

issuance and \$3.00 per share thereafter plus any accrued and unpaid dividends thereon to the date fixed for redemption.

In the event that less than the entire number of the shares of the First Series outstanding is at any one time redeemed by the Corporation, the shares to be redeemed shall be selected by lot in a manner determined by the Board of Directors of the Corporation.

Not less than Thirty (30) nor more than Sixty (60) days prior to the date fixed for any optional redemption of the First Series or any part thereof respectively, a notice specifying the time and place of such redemption shall be given by first-class mail, postage prepaid, to the holders of record of the shares of the First Series selected for redemption at their respective addresses as the same shall appear on the books of the Corporation, but no failure to mail such notice or any defect therein or in the mailing hereof shall affect the validity of the proceedings for redemption. Any notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder receives the notice.

After the date fixed for the redemption of shares of the First Series by the Corporation, the holders of shares selected for redemption shall cease to be stockholders with respect to such shares and shall have no interest in or claims against the Corporation by virtue thereof and shall have no voting or other rights with respect to such shares, except the right to receive the moneys payable upon such redemption for the Corporation, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of the certificates and the shares represented thereby shall no longer be deemed to be outstanding.

3. ***No Other Rights.*** The shares of the First Series shall not have any relative, participating, optional or other special rights or powers other than as set forth herein.

Section 5. Designation of Additional Series

Additional series of preferred shares may be issued from time to time. All preferred shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which shall constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any or all series;
4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares; and
5. The rights, if any, of the holders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

Section 6. Dividends for Additional Series

The holders of record of the additional preferred shares shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing each additional series of preferred shares. Such cash dividends on such additional series of preferred shares shall be cumulative so that if for any dividend period cash dividends at the specified percentage rate per share per annum shall not have been declared and paid or set apart for payment of the additional series of preferred shares outstanding, the deficiency

shall be declared and paid or set apart for payment prior to the making of any dividend or other distribution on the common shares. Cash dividends on additional series of preferred shares shall accrue from the date of issue. Upon the payment or setting apart for payment of all dividends, current and accumulated, at the specified percentage rate per share per annum upon the outstanding preferred shares, the directors may declare and pay dividends upon the common shares.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 1301 Beville Road, Suite 14, Daytona Beach, Florida 32119. The name and address of the initial registered agent of the corporation is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is four (4) and the name and address of each person who is to serve as a member thereof are as follows:

Nancy E. Sliwa
1301 Beville Road
Suite 14
Daytona Beach, Florida 32119

Christopher Brown
1301 Beville Road
Suite 14
Daytona Beach, Florida 32119

Stephen C. Nordlund
1301 Beville Road
Suite 14

Daytona Beach, Florida 32119

Steven M. Sliwa
1301 Beville Road
Suite 14
Daytona Beach, Florida 32119

The number of directors may be changed from time to time by the bylaws.

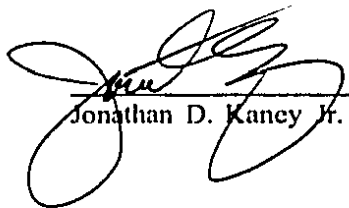
ARTICLE 7

INCORPORATOR

The name and address of the incorporator and subscriber to 100,000 shares of common stock and 100,000 shares of preferred stock of this corporation is as follows:

Jonathan D. Kaney Jr.
150 Magnolia Avenue
Daytona Beach, Florida 32114

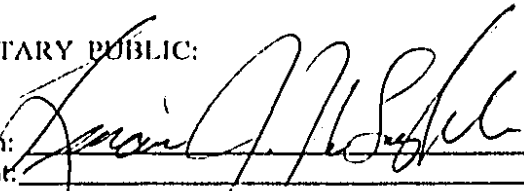
IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 15th day of September, 1995.


Jonathan D. Kaney Jr.

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 15th day of September, 1995, by Jonathan D. Kaney Jr., who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

Sign: 
Print: _____

State of Florida At Large
(Seal)

My Commission Expires:

Title/Rank: _____

Commission Number: _____



LORRAINE J. McLAUGHLIN
MY COMMISSION # 002513631 EXPIRES
January 8, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

FILED
95 SEP 19 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, The WebTek Corporation hereby designates Palmetto Charter Services, Inc. and 150 Magnolia Avenue, (P.O. Box 2491), Daytona Beach, Florida 32115-2491, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

THE WEBTEK CORPORATION

By: 

Jonathan D. Kaney Jr., Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of The WebTek Corporation for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.

By: 

Jonathan D. Kaney Jr.
Vice President

Boo - 1, 2 - Boo



PP5000072318

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

REFERENCE : 691643 HQ81A

AUTHORIZATION : _____

COST LIMIT : 3 87.50

ORDER DATE : September 26, 1999

ORDER TIME : 9:26 AM

ORDER NO. : 691643

CUSTOMER NO: 8001A

100-10000-1-2-3-4-5-6-7-8-9-10-11-12-13-14-15-16-17-18-19-20-21-22-23-24-25-26-27-28-29-30-31-32-33-34-35-36-37-38-39-40-41-42-43-44-45-46-47-48-49-50-51-52-53-54-55-56-57-58-59-60-61-62-63-64-65-66-67-68-69-70-71-72-73-74-75-76-77-78-79-80-81-82-83-84-85-86-87-88-89-90-91-92-93-94-95-96-97-98-99-100-101-102-103-104-105-106-107-108-109-110-111-112-113-114-115-116-117-118-119-120-121-122-123-124-125-126-127-128-129-130-131-132-133-134-135-136-137-138-139-140-141-142-143-144-145-146-147-148-149-150-151-152-153-154-155-156-157-158-159-160-161-162-163-164-165-166-167-168-169-170-171-172-173-174-175-176-177-178-179-180-181-182-183-184-185-186-187-188-189-190-191-192-193-194-195-196-197-198-199-200-201-202-203-204-205-206-207-208-209-210-211-212-213-214-215-216-217-218-219-220-221-222-223-224-225-226-227-228-229-230-231-232-233-234-235-236-237-238-239-240-241-242-243-244-245-246-247-248-249-250-251-252-253-254-255-256-257-258-259-260-261-262-263-264-265-266-267-268-269-270-271-272-273-274-275-276-277-278-279-280-281-282-283-284-285-286-287-288-289-290-291-292-293-294-295-296-297-298-299-300-301-302-303-304-305-306-307-308-309-310-311-312-313-314-315-316-317-318-319-320-321-322-323-324-325-326-327-328-329-330-331-332-333-334-335-336-337-338-339-340-341-342-343-344-345-346-347-348-349-350-351-352-353-354-355-356-357-358-359-360-361-362-363-364-365-366-367-368-369-370-371-372-373-374-375-376-377-378-379-380-381-382-383-384-385-386-387-388-389-390-391-392-393-394-395-396-397-398-399-400-401-402-403-404-405-406-407-408-409-410-411-412-413-414-415-416-417-418-419-420-421-422-423-424-425-426-427-428-429-430-431-432-433-434-435-436-437-438-439-440-441-442-443-444-445-446-447-448-449-450-451-452-453-454-455-456-457-458-459-460-461-462-463-464-465-466-467-468-469-470-471-472-473-474-475-476-477-478-479-480-481-482-483-484-485-486-487-488-489-490-491-492-493-494-495-496-497-498-499-500-501-502-503-504-505-506-507-508-509-510-511-512-513-514-515-516-517-518-519-520-521-522-523-524-525-526-527-528-529-530-531-532-533-534-535-536-537-538-539-540-541-542-543-544-545-546-547-548-549-550-551-552-553-554-555-556-557-558-559-560-561-562-563-564-565-566-567-568-569-570-571-572-573-574-575-576-577-578-579-580-581-582-583-584-585-586-587-588-589-590-591-592-593-594-595-596-597-598-599-600-601-602-603-604-605-606-607-608-609-610-611-612-613-614-615-616-617-618-619-620-621-622-623-624-625-626-627-628-629-630-631-632-633-634-635-636-637-638-639-640-641-642-643-644-645-646-647-648-649-650-651-652-653-654-655-656-657-658-659-660-661-662-663-664-665-666-667-668-669-670-671-672-673-674-675-676-677-678-679-680-681-682-683-684-685-686-687-688-689-690-691-692-693-694-695-696-697-698-699-700-701-702-703-704-705-706-707-708-709-710-711-712-713-714-715-716-717-718-719-720-721-722-723-724-725-726-727-728-729-730-731-732-733-734-735-736-737-738-739-740-741-742-743-744-745-746-747-748-749-750-751-752-753-754-755-756-757-758-759-760-761-762-763-764-765-766-767-768-769-770-771-772-773-774-775-776-777-778-779-780-781-782-783-784-785-786-787-788-789-790-791-792-793-794-795-796-797-798-799-800-801-802-803-804-805-806-807-808-809-810-811-812-813-814-815-816-817-818-819-820-821-822-823-824-825-826-827-828-829-830-831-832-833-834-835-836-837-838-839-840-841-842-843-844-845-846-847-848-849-850-851-852-853-854-855-856-857-858-859-860-861-862-863-864-865-866-867-868-869-870-871-872-873-874-875-876-877-878-879-880-881-882-883-884-885-886-887-888-889-890-891-892-893-894-895-896-897-898-899-900-901-902-903-904-905-906-907-908-909-910-911-912-913-914-915-916-917-918-919-920-921-922-923-924-925-926-927-928-929-930-931-932-933-934-935-936-937-938-939-940-941-942-943-944-945-946-947-948-949-950-951-952-953-954-955-956-957-958-959-960-961-962-963-964-965-966-967-968-969-970-971-972-973-974-975-976-977-978-979-980-981-982-983-984-985-986-987-988-989-990-991-992-993-994-995-996-997-998-999-1000-1001-1002-1003-1004-1005-1006-1007-1008-1009-1010-1011-1012-1013-1014-1015-1016-1017-1018-1019-1020-1021-1022-1023-1024-1025-1026-1027-1028-1029-1030-1031-1032-1033-1034-1035-1036-1037-1038-103

CUSTOMER: J. Andrew Hagan, Esq
Cobb Cole & Bell
P. O. Box 2491

Daytona Beach, FL 32115-2491

DOMESTIC AMENDMENT FILING

NAME: THE WEBTEK CORPORATION

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeannine Prozeau

EXAMINER'S INITIALS:

95 SEP 26 AM 11:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

95 SEP 26 AM 11:18

9/27
Jah
Name
Clang
C.C.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortonham
Secretary of State

September 26, 1995

CSC NETWORKS
JEANINE
TALLAHASSEE, FL

SUBJECT: THE WEBTEK CORPORATION
Ref. Number: P95000072318

We have received your document for THE WEBTEK CORPORATION and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by a director if it was adopted by the directors.

Please return 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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 395A00044005

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE WEBTEK CORPORATION

55 SEP 26 AM 11:18
TELETYPE UNIT
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

1. Article 1 of the Articles of Incorporation of The WebTek Corporation is amended as follows:

"The name of this corporation is: WebAdept, Inc."

2. The corporation has not issued any shares of stock, therefore the foregoing amendment was adopted by all of the directors of the corporation on September 22, 1995.

IN WITNESS WHEREOF, the undersigned president of the corporation has executed these Articles of Amendment on September 22, 1995.

Nancy E. Sliwa
Nancy E. Sliwa, President/Director

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 25th day of September, 1995, by Nancy E. Sliwa as President of The WebTek Corporation, a Florida corporation, on behalf of the corporation. She is personally known to me or has produced (personally known) as identification.

NOTARY PUBLIC:

Sign: *Mary L. Dalleska*
Print: *Mary L. Dalleska*
State of Florida At Large
(Seal)

My Commission Expires:
Title/Rank: *notary*
Commission Number:



MARY L. DALLESKA
My Commission CC424407
Expires Dec. 05, 1998
Bonded by HAI
800-422-1155