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*P45000073574*

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SEP 21 1995  
FBI-236  
TALLAHASSEE, FLORIDA

September 20, 1995

FEDERAL EXPRESS

The Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Attn: Florida Filings

RE: WEBXPRESS, INC.

To Whom It May Concern:

Enclosed for filing are the articles of incorporation for the referenced corporation. Upon filing of the articles, please forward the Certificate of Incorporation.

Also enclosed is a check payable to the Secretary of State in the amount of \$122.50 in remittance for your fees for filing the articles of incorporation and issuing a certified copy of the articles of incorporation.

If you have any questions or comments, please call the undersigned.

Sincerely,  
BROAD AND CASSEL

*Howard M. Rudolph*  
Howard M. Rudolph

HMR/dc  
Enclosures

700001590187  
-09/21/95--01032--002  
\*\*\*\*122.50 \*\*\*\*122.50

ARTICLES OF INCORPORATION  
OF  
WEBXPRESS, INC.

FILED  
SEP 21 PM 2:36  
ALBANY, NEW YORK

ARTICLE I - NAME

The name of this corporation shall be WEBXPRESS, INC.

ARTICLE II - DURATION

This corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PURPOSE & POWERS

Except as restricted by these Articles of Incorporation, this corporation is organized for each and every legal and lawful purpose for which a corporation may be organized under Florida law.

Except as restricted by these Articles of Incorporation, this corporation shall have and may exercise all powers and rights which a corporation may exercise under Florida law or under the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue TEN THOUSAND (10,000) shares of ONE HUNDREDTH DOLLAR (\$0.01) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is 853 Donald Ross Road, Juno Beach, Florida 33408.

This Document prepared by:  
Howard Rudolph, Esquire  
2253 Ibis Isle  
Palm Beach, Florida 33480  
(407) 540-8017  
FL Bar No.: 869480

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office for this corporation are:

Emil Bonaduce  
853 Donald Ross Road  
Juno Beach, FL 33408.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles of incorporation as incorporator are:

Emil Bonaduce  
853 Donald Ross Road  
Juno Beach, FL 33408.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors consisting of five (5) Directors. The number of Directors may be changed from time to time by the Bylaws of the corporation, provided that the Board of Directors shall at all times have no less than one (1) Director.

ARTICLE IX - BYLAWS

The Bylaws of this corporation may be adopted, amended, altered or repealed by the Board of Directors.

ARTICLE X - INDEMNIFICATION

This corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend, alter or repeal any provision contained in these articles of incorporation by majority vote of the shareholders of the corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these articles of incorporation this 19 day of September, 1995.

Emil Bonaduce  
EMIL BONADUCE

STATE OF FLORIDA                     )  
  )  
COUNTY OF PALM BEACH            )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments in the state and county aforesaid, personally appeared EMIL BONADUCE who is personally known to me and he acknowledged before me that he executed the same.

WITNESS my hand and seal this 19<sup>th</sup> day of September, 1995.



NOTARY PUBLIC

Howard Rudolph

my commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
95 SEP 21 PM 2:36  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
FLORIDA

The following is submitted as required under Section 48.091,  
Florida Statutes:

That WEBXPRESS, INC. desiring to organize under the laws of  
the State of Florida, with its principal place of business in Palm  
Beach County, Florida, has named Emil Bonaduce, 853 Donald Ross  
Road, Juno Beach, FL 33408, as the corporation's registered agent  
to accept service of process within the State of Florida.

Date:

9/19/95

Emil Bonaduce  
EMIL BONADUCE

That, having been named to accept service of process for the  
corporation named above, at the place designated in this  
certificate, I hereby agree to act in such capacity and to comply  
with all provisions contained in the Florida Statutes concerning  
the proper and complete performance of my duties as registered  
agent.

Date:

9/19/95

Emil Bonaduce  
EMIL BONADUCE  
Registered Agent