

P95000076022

Sunstate Research
Requestor's Name

Address

City/State/Zip Phone #

400002671164--4
-10/23/98--01044--032
*****43.75 *****43.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Expressweb, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

98 OCT 26 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

98 OCT 23 AM 11:19
DIVISION OF CORPORATION
RECEIVED

Examiner's Initials Joe 10227



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1998

SUNSTATE RESEARCH

TALLAHASSEE, FL

SUBJECT: EXPRESSWEB, INC.
Ref. Number: P95000076022

We have received your document for EXPRESSWEB, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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 (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 198A00052332

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98 OCT 26 PM 2:17

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND
RESTATED
ARTICLES OF INCORPORATION
OF
EXPRESSWEB, INC.**

FILED
98 OCT 26 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXPRESSWEB, INC., a Florida corporation (this "Corporation"), hereby amends and restates in their entirety its Articles of Incorporation, as follows:

ARTICLE I - NAME

The name of this Corporation is **EXPRESSWEB, INC.**

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 20,000,000 shares of Common Stock, par value \$.0001 per share.

ARTICLE V - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or the Directors.

ARTICLE VI - INDEMNIFICATION

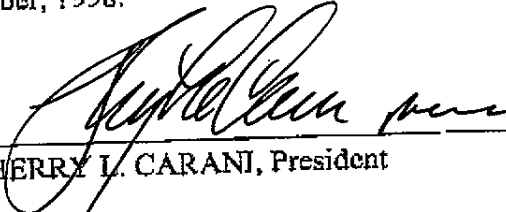
This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

These Amended Articles have been unanimously approved and adopted on September 18, 1998 by the written consent of the directors and shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 18 day of September, 1998.



SHERRY L. CARANI, President