

P 96000012587

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PA 2/9/94

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	_____	_____	_____

WALK-IN 2/9 12:00
Will Pick Up _____

RE: Celebrity Web Sites, Inc. 96 FEB -9 AM 11:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. File	_____	_____
<input type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S -	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority _____	_____	_____
<input type="checkbox"/> Express Mail Prep. _____	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____

500001711225
-02/09/96-01013-027
***122.50 ***122.50

SUBTOTALS _____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
CELEBRITY WEB SITES, INC.

FILED

96 FEB -9 AM 11:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, being natural persons to contract, and for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation shall be CELEBRITY WEB SITES, INC.

ARTICLE TWO

This corporation shall have a perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in the business of on-line computer sales and services, including, but not limited to Internet provider services, World Wide Web Site management, and any joint ventures, consulting and any and all subsidiary, necessary, ancillary, or convenient activities for the purposes of carrying out and effecting the objectives of the corporation, and in respect thereto, and to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States of America.

ARTICLE FOUR

This corporation is authorized to issue One Million (1,000,000) shares of stock at no par value per share which shall be designated "Common Stock".

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchased his pro rata share thereof (as nearly as may be done without the issuance of fractional shares), at the price at which it is offered to others.

ARTICLE SIX

The street address of the initial registered office and principal address of this corporation is 700 Starkey Road, Unit 1423, Largo, Florida 34641, and the name of the initial registered agent of this corporation is Donn Michael Grey, whose office and mailing address is the same as the initial registered office address.

ARTICLE SEVEN

The corporation will have Three (3) directors initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Arthur J. Brooks
2192 Swedish Drive #8
Clearwater, Florida 34623

Michael J. McKinney
2780 B Park Drive
Clearwater, Florida 34623

Donn Michael Grey
700 Starkey Road, Unit 1423
Largo, Florida 34641

ARTICLE EIGHT

The names and street addresses of the initial officers of this corporation, who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until their respective successors are elected and have qualified are:

NAME AND OFFICE	ADDRESS
Donn Michael Grey President, Treasurer	700 Starkey Road, Unit 1423 Largo, Florida 34641
Arthur J. Brooks Executive Vice President, Secretary	2192 Swedish Drive #8 Clearwater, Florida 34623
Michael J. Mc Kinney Executive Vice President	2780 B Park Drive Clearwater, Florida 34623

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

ARTICLE TEN

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

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

ARTICLE THIRTEEN

The names of the persons signing these Articles of Incorporation as incorporators are:

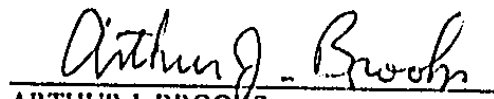
Arthur J. Brooks
2192 Swedish Drive #8
Clearwater, Florida 34623

Michael J. McKinney
2780 B Park Drive
Clearwater, Florida 34623

Donn Michael Grey
700 Starkey Road, Unit 1423
Largo, Florida 34641

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation in duplicate on this 10th day of January, 1996.


DONN MICHAEL GREY
Incorporator


ARTHUR J. BROOKS
Incorporator


MICHAEL J. MCKINNEY
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, personally appeared Donn Michael Grey, Michael J. McKinney and Arthur J. Brooks, to me known, and well known to me to be the persons described in and who have executed the foregoing Articles of Incorporation, and they have acknowledged before me that they executed the same for the uses and purposes therein expressed.

Mary L. Williams



MARY L. WILLIAMS
MY COMMISSION # 00484347 EXPIRES
May 18, 1999
JOHN ED THRU THY FARM INSURANCE, INC.

STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE

FILED
96 FEB -9 AM 11:15
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and 607.034, Florida Statutes, the following is
submitted in compliance with said Act.

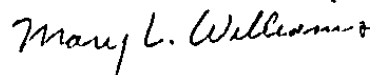
First, CELEBRITY WEB SITES, INC. desiring to organize under the laws of the
State of Florida, with its registered office as indicated in the Articles of Incorporation, at
the City of Largo, County of Pinellas, State of Florida, has Donn Michael Grey, whose
address is 700 Starkey Road, Unit 1423, Largo, 34641, County of Pinellas, State of
Florida, as its Registered Agent.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the
above stated corporation, at the place designated in this Certificate, I hereby
accept the appointment to act as registered agent and agree to comply with the
above-referenced act.

BY:


DONN MICHAEL GREY
Registered Agent





MARY L. WILLIAMS
MY COMMISSION # CC464347 EXPIRES
May 18, 1999
BONDED THRU TROY FARM INSURANCE, INC.