

P96000028100

LAW OFFICES
COBB COLE & BELL

180 MAGNOLIA AVENUE
POST OFFICE BOX 2491
DAYTONA BEACH, FLORIDA 32115-2491
TELEPHONE (904) 858-8171
DELAND (904) 738-7700
TELECOPIER (904) 288-8088

March 22, 1996

Direct Number: 255-1811 Ext. 236

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: FilmSolution, Inc.

Ladies/Gentlemen:

400001756204
-03/25/96--01076--013
****122.50 ****122.50

Enclosed are original and one copy of the proposed Articles of Incorporation for the above-referenced corporation, a Registered Agent Designation, and John A. Ortolani's check in the amount of \$122.50 to cover the following items:

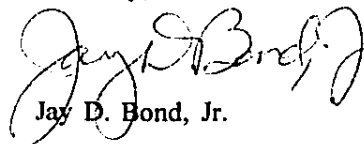
1.	Filing fee	\$ 35.00
2.	Certified copy of Articles of Incorporation	52.50
3.	Registered Agent Designation	<u>35.00</u>
	Total	\$122.50

FILED
95 MAR 25 PM 1:40
TALLAHASSEE, FLORIDA

When filing is completed, please return the certified copy of the Articles of Incorporation to the attention of the undersigned.

Thank you.

Sincerely,


Jay D. Bond, Jr.

JDB:pts
Enclosures
cc: John A. Ortolani, M.D.

THOMAS T. COBB
W. WARREN COLE, JR.
SAMUEL H. BELL III
JAY D. BOND, JR.
JONATHAN D. KANEY JR.
J. LESTER KANEY
JOHN J. UPCHURCH
JAMES M. BANCAY
C. ALLEN WATTS
LARRY D. HARBIS
KEVIN A. CROWLEY
THOMAS D. HART
TERRENCE M. WHITE
WILFRED E. MACK
JANET E. MARTINEZ
KENNETH R. ARTHUR
GREGORY D. BUELL
SCOTT W. CICHON
J. JOAQUIN FRANKS
JOHN PAUL JONES
ROBERT A. MENRELL III
DENNIS A. RAYEN
CAROL A. FORTSMAN
MIGUEL A. OLIVELLA, JR.
DARYL L. BUTLER
LISA J. LONG
RICHARD K. FEHR
WILLIAM A. HUGHES III
STEVEN M. MALOJO
BRUCE A. HANNA
ROBERT W. LLOYD
JOHN P. FERRUSON
JAMES ANDREW HAGAN
JONATHAN D. KANEY III
DOUGLAS S. BELL
LEONARD MARINACCIO III
MICHAEL W. CARLSON
JOHN N. UPCHURCH

OF COUNSEL
PHILIP H. ELLIOTT, JR.
CASEY J. GLUCKMAN
PAUL N. UPCHURCH
BARBARA J. STAROS

MEDIATION COUNSEL
C. WELBORN DANIEL
ROBERT P. MILLER
MICHELLE J. GROCOCK
CANDACE W. WATSON
JOHN S. NEELY, JR.

TALLAHASSEE
131 N. GADSDEN STREET
TALLAHASSEE, FLORIDA 32301
(904) 681-3233
TELECOPIER (904) 681-3241

ORLANDO
SUNTRUST CENTER, STE. 1428
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
(407) 843-3337
TELECOPIER (407) 843-0553

MAITLAND
900 WINDHLEY PLACE, STE. 122
MAITLAND, FLORIDA 32751
(407) 661-1123
TELECOPIER (407) 661-8743

PALM COAST
1 FLORIDA PARK DRIVE SOUTH
SUITE 350
PALM COAST, FLORIDA 32137
(904) 446-2622
TELECOPIER (904) 446-2654

TAMPA BAY
100 CARILLON PARKWAY, STE. 180
ST. PETERSBURG, FLORIDA 33716
(813) 556-0077
TELECOPIER (813) 556-0087

SMB
4/1/96

Articles of Incorporation
Of
FilmSolution, Inc.
A Florida Corporation

FILED
96 MAR 25 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this corporation is: FilmSolution, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

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

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common voting stock having a par value of \$1.00 per share.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 1430 Mason Avenue, Daytona Beach, FL 32117. 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 one (1) and the name and address of each person who is to serve as a member thereof are as follows:

John A. Ortolani
1430 Mason Avenue
Daytona Beach, FL 32117

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 1,000 shares of the common voting stock of this corporation is as follows:

John A. Ortolani
1430 Mason Avenue
Daytona Beach, FL 32117

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 21st day of March, 1996.

John A. Ortolani
John A. Ortolani

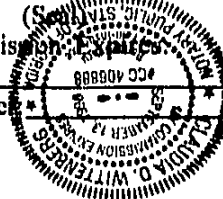
STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 21st day of March, 1996, by John A. Ortolani, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

Sign: Claudia D. Wittenberg
Print: Claudia D. Wittenberg
State of Florida At Large

My Commission Expires _____
Title/Rank: _____
Commission Number: _____

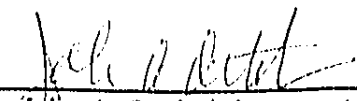


CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, FilmSolution, Inc. 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.

FilmSolution, Inc.

By: _____

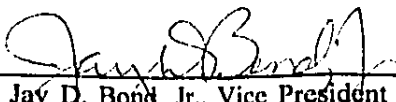

John A. Ortolani, Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of FilmSolution, Inc. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.

By: _____


Jay D. Bond, Jr., Vice President

FILED
96 MAR 25 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000028100

LAW OFFICES
COBB COLE & BELL

150 MAGNOLIA AVENUE
POST OFFICE BOX 2491
DAYTONA BEACH, FLORIDA 32115-2491
TELEPHONE (904) 855-8171
DELAND (904) 730-7700
TELECOMEN (904) 268-8088

June 11, 1996

THOMAS F. COBB
W. WARDEN COLE, JR.
SAMUEL P. BELL III
JAY D. BOND, JR.
JONATHAN D. KANEY III
J. ELLIOTT KANEY
JOHN J. UPCHURCH
JAMES M. HANCLAY
C. ALLEN WATTS
LARRY D. MARSH
KEVIN A. CROWLEY
THOMAS B. HART
TERENCE M. WHITE
THEODORE L. HACK
JANET F. MARTINEZ
KENNETH R. ARON
GREGORY D. SHELL
SCOTT W. CICHON
J. JOAQUIN FRANKFORD
JOHN PAUL JONES
ROBERT A. MENRELL III
DEBRA M. BAYER
CAROL A. FORTMAN
MICHAEL A. OLIVELLA, JR.
DARYL L. BUTLER
LISA J. LONG
RENEE K. PERRY
WILLIAM H. HUGHES III
STEVEN M. MALONE
BRUCE A. HANNA
ROBERT W. LLOYD
JOHN P. FERGUSON
JAMES ANDREW HAGAN
JONATHAN D. KANEY III
DOUGLAS B. BELL
LEONARD MARINACCIO III
MICHAEL W. CARLSON
JOHN H. UPCHURCH

OF COUNSEL
PHILIP H. ELLIOTT, JR.
CARY J. GLUCKMAN
PAUL N. UPCHURCH
BARBARA J. STAROS

MEDIATION COUNSEL
C. WELBORN DANIEL
ROBERT P. MILLER
MICHELLE J. GROCOCK
CANDACE W. WATSON
JOHN S. REELEY, JR.
PHILIP A. FEDERICO
JOHN S. ANDREWS
STEVEN M. SEIBERT

TALLAHASSEE
131 N. GADSDEN STREET
TALLAHASSEE, FLORIDA 32301
(904) 681-3233
TELECOPIER (904) 681-3241

MAITLAND
900 WINDERLEY PLACE
SUITE 128
MAITLAND, FLORIDA 32751
(407) 661-1123
TELECOPIER (407) 661-5743

PALM COAST
1 FLORIDA PARK DRIVE SOUTH
SUITE 350
PALM COAST, FLORIDA 32137
(904) 446-2622
TELECOPIER (904) 446-2654

TAMPA BAY
100 CARILLON PARKWAY
SUITE 190
ST. PETERSBURG, FLORIDA 33716
(813) 556-0077
TELECOPIER (813) 556-0087

Direct Number: 255-1811 Ext. 236

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Filmsolution, Inc.

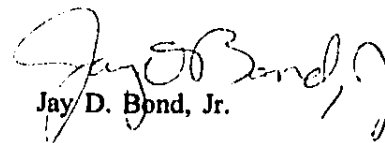
Dear Sir or Madam:

Enclosed for filing with your office are the following:

1. Original and One Copy of the Articles of Amendment to the Articles of Incorporation of Filmsolution, Inc.
2. Our Check Number 057664 in the amount of \$87.50 to cover the filing fees.

Please return a certified copy of the Articles of Amendment to the attention of the undersigned by regular mail at P.O. Box 2491, Daytona Beach, Florida 32115. If you have any questions please do not hesitate to call.

Sincerely,


Jay D. Bond, Jr.

JDB:ljm
enclosures
cc: John A. Ortolani

STANDARD 1587895
-07-09/96--01103--005
*****87.50 *****87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -8 PM 3:04

JUL 15 1996

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -8 PM 3:04

1. Article I of the Articles of Incorporation of Filmsolution, Inc. is amended to read as follows:

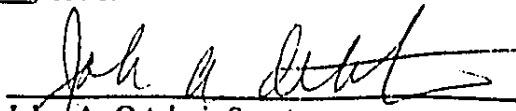
"ARTICLE I

NAME

The name of this corporation is: Video Web Markets Media, Inc."

The foregoing amendment was adopted by the sole shareholder of the corporation as of May ~~28~~, 1996.

IN WITNESS WHEREOF, the undersigned Secretary of the corporation has executed these Articles of Amendment on June 7, 1996.


John A. Ortolani, Secretary

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 7th day of June, 1996, by John A. Ortolani, as Secretary of Filmsolution, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

Sign: Claudia D. Wittenberg
Print: Claudia D. Wittenberg
State of Florida

My Commission Expires _____
Title/Rank: _____
Commission Number: _____

**ACTION OF THE
SOLE SHAREHOLDER
AND SOLE DIRECTOR
OF
FILMSOLUTION, INC.
BY WRITTEN CONSENT IN LIEU OF A MEETING**

The undersigned, being the sole shareholder and the sole director of the above named corporation hereby takes the following action by written consent in lieu of holding a meeting regarding same, in accordance with the provisions of Section 607.0704 and Section 607.0821, Florida Statutes:

WHEREAS, the sole shareholder and sole director finds it to be in the best interest of the corporation to amend the Articles of Incorporation to change the corporate name;

NOW THEREFORE BE IT HEREBY RESOLVED AS FOLLOWS:

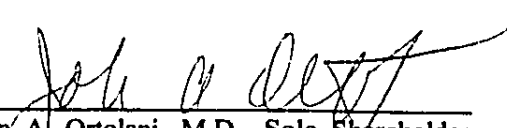
1. Article I of the Articles of Incorporation of Filmsolution, Inc. is amended as follows:

**"ARTICLE 1
NAME**

The name of this corporation is: Video Web Markets Media, Inc."

2. The appropriate officer of the Corporation is authorized, empowered, and directed to execute the Articles of Amendment to Articles of Incorporation documenting the change of corporate name.

Dated as of June 7, 1996



John A. Ortolani, M.D., Sole Shareholder
and Sole Director