

P96000031920

Smart Web Services
4301 32nd St. W. Suite D-3
Bradenton, FL 34205

March 26, 1996

To Whom It May Concern:

I have enclosed the following documents for filing. Please send a certified copy when this has been completed.

Respectfully,



Debbie Hines

000001761470
-03/28/96--01084--018
****122.50 ****122.50

FILED
96 APR 12 PM 7:43
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

4/3/96
TB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1996

DEBBIE HINES
4301 32ND STREET WEST
STE D-3
BRADENTON, FL 34205

SUBJECT: SMART WEB SERVICES, INC.
Ref. Number: W96000007175

We have received your document for SMART WEB SERVICES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 996A00015284

ARTICLES OF INCORPORATION
OF
SMART WEB SERVICES, INC.



FILED
SEP 12 11 17 AM '93
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

The undersigned subscribers to the Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation pursuant to Chapter 607 of the Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Smart Web Services, Inc.

ARTICLE II - GENERAL NATURE

The nature of the business of the Corporation and the objects, purposes and business thereof proposed to be transacted, promoted or carried on are as follows:

- A. To produce, manufacture, make, work, treat, design, buy, sell, develop, engineer, repair, pledge, use, lease and generally deal in, market or turn to account, on a wholesale or retail basis, computer equipment, computer software, computer services, computer mailing lists, computer hardware, electronic equipment, electronic parts, telecommunication services, and services and supplies of whatever nature connected with such products;
- B. To provide consulting services relating to electronics or computers, both hardware and software, including but not limited to engineering and product development.
- C. To acquire, own, use, develop, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interests therein;
- D. To carry on other lawful business whether related or not related to the foregoing including the transaction of all lawful business for which corporations may be organized pursuant to the Florida General Corporation Act, to have and exercise all powers, privileges and immunities now or here after conferred upon or permitted to corporations by the laws of the State of Florida, and to do any and all of the things hereinbefore set forth to the same extent as natural persons could do insofar as permitted by the laws of the State of Florida.
- E. It is the intention that the purposes, objects and powers specified by the foregoing clauses shall not, except as otherwise expressed, be limited or restricted by reference to or inference from the terms of any other clause in these Articles of Incorporation, but each purpose, object or power stated in the foregoing clauses shall be regarded as an independent purpose, object or power.

ARTICLE III - CAPITAL STOCK

- A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any time is One Thousand shares of common stock having a par value of One Dollar per share.
- B. Shareholders shall have a preemptive right to subscribe for, purchase or acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into shares or carrying a right to subscribe to or acquire shares.
- C. The holders of the Common Shares shall be entitled to one vote for each Common Share held by them of record at the time for determining the holders thereof entitled to vote.
- D. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing a value in the judgement of the Board of Directors at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right, or thing acquired in exchange for capital stock, and their judgement of such value shall be conclusive.
- E. Notwithstanding the foregoing, the Corporation shall have the right to increase the capital stock either with or without par value, and to provide in the event of such increase the designation preferences, voting powers or restrictions or qualifications of voting powers of such additional stock in an amendment to its Articles of Incorporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is One Thousand Dollars.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

The street address of the office of the Corporation will be:

4301 32nd Street West, Suite D3
Bradenton, FL 34205.

The name of the registered agent at the said address will be Anthony Wunsh. The Board of Directors shall have the power to establish branch offices and to move the principal office to any other address in Florida.

ARTICLE VI - BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by the Board of Directors. The number of directors constituting the Board of Directors shall be fixed in the manner provided in the By-Laws of the Corporation. Each person shall serve as a director of the Corporation until the next annual meeting of shareholders or until his successor shall have been elected and qualified.

The Board of Directors is expressly vested with the authority to divide itself into as many as four classes, each to be as nearly equal in number as possible, and sequentially expire at annual intervals, but no such term shall continue longer than four years and at least one fifth in number of the

Cumulative voting shall not be allowed.

The names and street addresses of the initial members of the Board of Directors are:

NAMES	ADDRESSES
Anthony Wunsh	4301 32nd Street West, Suite D3, Bradenton, FL 34205
Brad Baker	917 S. Tamiami Trail, Nokomis, FL 34275
David Brunell	1576 Ferngran, West Palm Beach, FL 33415
Victoria Moore	4301 32nd Street West, Suite D3, Bradenton, FL 34205
F. Pierce Combs	10473 Waterbird Way, Bradenton, FL 34209

ARTICLE VII - CONTRACTS WITH DIRECTORS AND OFFICERS

No contract or other transaction with any other person, firm or corporation, or in which this Corporation is interested, shall be affected or invalidated by:

- A. The fact that any one or more of the directors or officers of this Corporation is interested in or is a director or officer of another corporation.

ARTICLE VIII - INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

The Board of Directors of the Corporation shall have the power to:

- A. Indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (other than an action by, or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and,

Article VIII - continued

with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- B. Indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court deems proper.
- C. Indemnify a director, officer, employee or agent of the Corporation to the extent that such person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Subparagraph A. or B. of this Article VIII, or in defense of any claim, issue or matter therein, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.
- D. Authorize indemnification under Subparagraph A. or B. of this Article VIII, unless pursuant to a determination by a Court, shall be made only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Subparagraph A. or B. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.
- E. Authorize payment of expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in Subparagraph A. or Subparagraph B. or as authorized by the Board of Directors in the specific case, and in either event upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this Article VIII.

Article VIII - continued

- F. Make any other or further indemnification of any of its directors, officers, employees or agents, under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, except an indemnification against gross negligence or willful misconduct.
- G. Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article VIII.

If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the time of delivery to shareholders of written notice of the next annual meeting of shareholders (unless such meeting is held within three months from the date of such payment, and, in any event, within 15 months from the date of such payment, deliver either personally or by mail to each shareholder of record at the time entitled to vote in the election of directors a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under these Articles of Incorporation, the By-Laws of this Corporation, agreement, vote of shareholders or disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX - OFFICERS

The names of the officers who are to serve until the first election next following the filing of these Articles of Incorporation are as follows:

NAMES	OFFICERS
Anthony Wunsch	President
Dennis Baker	Chairman of the Board, Secretary
David Brunell	Vice President, Treasurer

ARTICLE X - BYLAWS

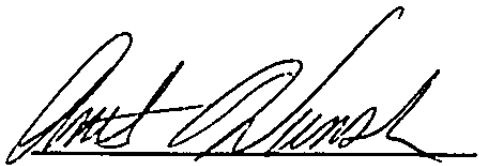
The Board of Directors shall have power to adopt, enact, alter, amend and repeal the By-Laws as long as not inconsistent with the laws of the State of Florida and these Articles of Incorporation as it may deem best for the management of the Corporation.

The duties of the officers of this Corporation shall be prescribed by such Bylaws. The Bylaws may require a vote or action by more than a majority of directors or by more than a majority of the shares of stockholders in specified matters. In addition, such Bylaws may include, by unanimous decision of all the stockholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of the stock of this Corporation by any of its stockholders, or in the event of the death of any of its stockholders, and any provision for dissolution of the Corporation.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as prescribed by the Bylaws and as long as not inconsistent with the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the Bylaws, of the shares of stock entitled to vote thereon, unless all the directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

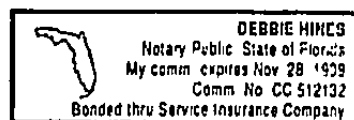
IN WITNESS WHEREOF, we have hereunder set our hands and seals
this 8th day of APRIL, 1996.



Anthony Wunsch, President

Sworn to and subscribed before me, this 8th day of APRIL of 1996, County of Manatee,
State of Florida.

My Commission expires: Nov 28, 1999 Notary Public





SMART WEB SERVICES, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Bradford Baker, in compliance with Section 48.091, Florida Statutes, submits the following:

First, that Smart Web Services, Inc., desiring to organize or qualify under the laws of the State of Florida with its principal place of Business the County of Manatee, State of Florida, has named Anthony Wunsch, located at 4301 32nd Street West, #D3, Bradenton, FL 34205, County of Manatee, State of Florida, as its resident agent to accept service of process within Florida.

SIGNATURE:  Anthony Wunsch

TITLE: President

DATE: April 8, 1996

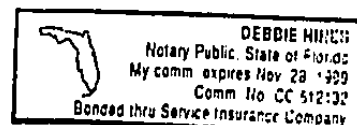
Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper complete performance of my duties.

SIGNATURE:  Anthony Wunsch

DATE: April 8, 1996

Sworn to and subscribed before me, this 8th day of APRIL 1996, County of Manatee,
State of Florida.

My Commission expires: Nov 28, 1999 Notary Public



P96000031920

BRAD BAKER
3108 Casey Key Road
Nokomis, FL 34275
(941) 362-1053; 362-4254 fax

July 31, 1996

FAX MEMO

TO: Karen Gibson
FROM: Brad Baker
RE: Amendments to Smart Web Services

Attached is a check in the amount of \$70.00 for payment for the resignation of Brad Dennis Baker and David Brunell.

As I discussed with you on the phone this morning, Brad and Dennis are the same person. I have included a copy of my Florida driver license. I believe that they changed the name in one place, but not the other and used the business address for one name and the home for another.

Accordingly, per your instructions, I have paid \$35 for both the David Brunell and Brad Baker resignation.

Thank you.

200001916302
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*****70.00 *****35.00

2 Doc
1 check
\$35 each

o/d
Pace
7/1

FILED
35 AUG -1 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA
The Sunshine State



DEAN, DONALD BARRY
1108 CALY JULY ROAD
ROCKHILL, FL 34775-0000

12 19 95 H 5 11 A

8260 16 59 459 0 12 18 89
01114190 12 19 95
SAFE DRIVER

81290001345

DENNIS BAKER
3108 Casey Key Road
Nokomis, FL 34275
(941) 362-1053; 362-4254 fax

May 1, 1996

Mr. Anthony Wunsch
4301 32nd Street West
Bradenton, FL 34205

Dear Mr. Wunsch:

Please be advised that I resign as Secretary of Smart Web Services, Inc. effective the date of this letter.

Thank you.

Sincerely,


Dennis Baker

CC: Florida Department of State

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRAD BAKER
3108 Casey Key Road
Nokomis, FL 34275
(941) 362-1053; 362-4254 fax

May 1, 1996

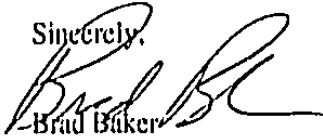
Mr. Anthony Wunsh
4301 32nd Street West
Bradenton, FL 34205

Dear Mr. Wunsh:

Please be advised that I resign as Director of Smart Web Services, Inc. effective the date of this letter.

Thank you.

Sincerely,


Brad Baker

CC: Florida Department of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000031920

BRAD BAKER
3108 Casey Key Road
Nokomis, FL 34275
(941) 362-1053; 362-4254 fax

July 31, 1996

FAX MEMO

TO: Karen Gibson
FROM: Brad Baker
RE: Amendments to Smart Web Services

300001916903
-08/08/96--01030--021
*****70.00 *****35.00

Attached is a check in the amount of \$70.00 for payment for the resignation of Brad Dennis Baker and David Brunell.

As I discussed with you on the phone this morning, Brad and Dennis are the same person. I have included a copy of my Florida driver license. I believe that they changed the name in one place, but not the other and used the business address for one name and the home for another.

Accordingly, per your instructions, I have paid \$35 for both the David Brunell and Brad Baker resignation.

Thank you.

2 Doc 1 check
35 each,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

o/pes
200 8/1

DAVID BRUNELL
1576 Ferngran
West Palm Beach, FL 33415
407-967-1230

May 1, 1996

Mr. Anthony Wunsh
4301 32nd Street West
Bradenton, FL 34205

Dear Mr. Wunsh:

Please be advised that I resign as Vice President, Treasurer, and Director of Smart Web Services, Inc. effective the date of this letter.

Thank you.

Sincerely,



David Brunell

CC: Florida Department of State

FILED
96 AUG -1 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA