(20) HAYS STREET TALLAHASSEE, TU 32 (0) 90 (-222-917)

800-142-8086



P16000 37820

ACCOUNT NO. : 0721000000002

REFERENCE : 944505 4021942

AUTHORIZATION :

COST LIMIT : 5 PREPAID

ORDER DATE : May 7, 1996

ORDER TIME : 10:01 AM

ORDER NO. : 944505

CUSTOMER NO: 4921942

CUSTOMER: Peggy Martnelli, Legal Aust

COHEN BERKE BERNSTEIN BRODIE

KONDELL & LASZLO, P.A.

19th Floor

2601 South Bayshore Drive

Miami, FL 33133

#### DOMESTIC FILING

NAME: NETMARK TECHNOLOGIES, INC.

#### EFFE IVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:



50000000151414409 -05/07/96--01105--002 \*\*\*\*122.50

### ARTICLES OF INCORPORATION OF NETMARK TECHNOLOGIES, INC.



The undersigned, acting as incorporator of NETMARK TECHNOLOGIES, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

#### ARTICLE I

#### NAME

The name of the Corporation is: NETMARK TECHNOLOGIES, INC.

#### ARTICLE II

#### COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on May 6, 1996.

#### ARTICLE III

#### **DURATION**

The duration of the Corporation will be perpetual.

#### **ARTICLE IV**

#### **PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

#### **ARTICLE V**

#### PRINCIPAL OFFICE

The principal office of the Corporation shall be:

2601 South Bayshore Drive, 19th Fl. Miami, Fl. 33133

#### ARTICLE VI

#### **AUTHORIZED SHARES**

The Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share. The Corporation is authorized to issue Five Thousand (5,000) shares of Preferred Stock, at \$.01 par value per share, in such series and variations in the relative rights and preferences, including voting rights, if any, between such series as the Board of Directors shall determine.

#### ARTICLE VII

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

#### ARTICLE VIIL - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and address of the director is:

Name

Address

Richard N. Bernstein

2601 So. Bayshore Dr., 19th Fl. Miami, Fl.33133

#### ARTICLE IX

#### INCORPORATOR

The name and street address of the incorporator is:

Name Address

Richard N. Bernstein

c/o Cohen, Berke, Bernstein, Brodie, Kondell & Laszlo, P.A. 2601 So. Bayshore Drive 19th Floor Miami, Florida 33133

#### ARTICLE X

#### INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding 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 venture, trust or other enterprise against liability incurred in connection with such proceeding, 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 and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or relimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of May, 1996.

Richard N. Bernstein, Incorporator

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for NETMARK TECHNOLOGIES, INC. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Plorida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

Michael A. Berke, Vice President

# 6000

ACCOUNT NO.

: 072100000032

REFEUENCE

: 973472

4321942

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: June 3, 1996

ORDER TIME : 10:36 AM

ORDER NO. : 973472

CUSTOMER NO:

4321942

CUSTOMER: Peggy Marinelli, Legal Asst Cohen Berke Bernstein Brodie

19th Floor

2601 South Bayshore Drive

Miami, FL 33133

#### DOMESTIC AMENDMENT FILING

NAME: NETMARK TECHNOLOGIES, INC.

\_\_ ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_ CERTIFIED COPY

PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

DIVISION OF CORPORATION 95 JUN -3 

CRETARY OF STATE LAHASSEE FLORIDA

### ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF NETMARK TECHNOLOGIES, INC., a Florida Corporation

96 JUN - 3 PM 2:25
THE LANGUS SEE FIS (ATE

Pursuant to Sections 607.1005 and 607.1006, Florida Business Corporation Action ("FBCA"), NETMARK TECHNOLOGIES, INC., a Florida corporation, hereinafter referred to as the "Corporation," files these Articles of Amendment.

1. Article I of the Articles of Incorporation of Corporation is amended to read as follows:

#### **ARTICLE 1**

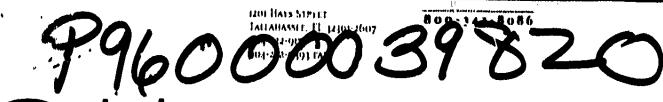
#### Name

The name of the corporation is: THE INTERNET TAXI COMPANY

2. This Corporation has not yet issued shares and, in accordance with Section 607.1005 of the FBCA, the above amendment was adopted and approved by the sole director of the Corporation.

IN WITNESS WHEREOF, the undersigned, as sole Director of the Corporation has executed these Articles of Amendment as of May 30, 1996.

Richard N. Bernstein/ as sole Director



PROSTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO.

072100000032

REFERENCE

986172

4321942

AUTHORIZATION

COST LIMIT

87.50

ORDER DATE: June 13, 1996

ORDER TIME :

10:15 AM

ORDER NO. : 986172

CUSTOMER NO:

4321942

200001861252

CUSTOMER: Peggy Marinelli, Legal Asst Cohen Berke Bernstein Brodie

19th Floor

2601 South Bayshore Drive

Miami, FL 33133

#### DOMESTIC AMENDMENT FILING

NAME: THE INTERNET TAXI COMPANY

ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT FERSON: Victoria L. Perez

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE INTERNET TAXI COMPANY, a Florida Corporation

Pursuant to Sections 607,1005 and 607,1006, Florida Business Corporation Act ("FBCA"), THE INTERNET TAXI COMPANY, a Florida corporation, hereinafter referred to as the "Corporation," files these Articles of Amendment.

1. Article I of the Articles of Incorporation of Corporation is amended to read as follows:

#### **ARTICLE 1**

#### Name

The name of the corporation is: The WebSpot Company

2. This Corporation has not yet issued shares and, in accordance with Section 607.1005 of the FBCA, the above amendment was adopted and approved by the sole director of the Corporation.

IN WITNESS WHEREOF, the undersigned, as sole Director of the Corporation has executed these Articles of Amendment as of June 11, 1996.

Richard N. Bernstein, as sole Director