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GLENN C. HENDERSON
DONALD J. KISSLAN

OUR FILE NO.: 96-1349H

June 5, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: SPIDERWARE, INC.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the original Articles and return one certified copy to me. Also enclosed is our check in the amount of \$122.50 representing:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified copy	<u>52.50</u>

Total - \$122.50

Should you have any questions, please feel free to contact me.

Respectfully,


GLENN C. HENDERSON

GCH/dsh

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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6/10/96

ARTICLES OF INCORPORATION

OF

SPIDERWARE, INC.

FILED

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TALLAHASSEE
FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
CORPORATE NAME

The name of this corporation is SPIDERWARE, INC.

ARTICLE TWO
DURATION

This corporation shall exist perpetually unless sooner dissolved according to law. The commencement of corporate existence of this corporation shall be on the date these Articles are filed by the Department of State.

ARTICLE THREE
PURPOSE

The general nature of the business of this corporation shall be any and all activities or businesses permitted under laws of the United States of America and the State of Florida.

ARTICLE FOUR
CAPITAL STOCK

The amount of total authorized capital stock of this corporation shall be 100 shares of common stock, no par value each share, and all such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

The said capital stock is being issued pursuant to Section 1244 of the Federal Internal Revenue Code.

ARTICLE FIVE
PREEMPTIVE RIGHTS

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 purchase his pro rata share thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The principal place of business of this corporation shall be 7770 Davis Road Extension, Hollywood, Florida 33024, with the privilege of having branch offices at any other place, and the Registered Agent for service shall be:

Glenn C. Henderson, Esq.
4431 S.W. 64th Avenue, Suite 119
Davie, Florida 33314

ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially; the number of directors may be either increased or diminished from time to time by the By-Laws, but never shall be less than one.

The officers of this corporation shall be president, vice-president, secretary, treasurer or assistants thereof.

The names and post office addresses of the initial Board of Directors who shall hold office from the organization of this corporation to the first annual meeting thereof, or until their successors are elected and have qualified, are as follows:

Irving Betrock	14001 E. Palomino Drive Ft. Laud., Fla. 33330
Bette Betrock	14001 E. Palomino Drive Ft. Laud., Fla. 33330
Jerry Greenberg	2725 W. 81 Street Hialeah, Fla. 33016

ARTICLE EIGHT
INCORPORATORS

The names and addresses of the incorporators are:

Glenn C. Henderson	4431 S.W. 64th Ave, #119 Davie, Florida 33314
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ARTICLE NINE
INDEMNIFICATION

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

ARTICLE TEN
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the

Board of Directors, proposed by them to the stock holders and approved at a stockholders' meeting, after due notice given, by vote of the majority of the stock entitled to vote thereon and present at said meeting.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of June, 1996.

WITNESSES:

Donna Henderson
Dennis C. Ryan

Glenn C. Henderson
GLENN C. HENDERSON

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared GLENN C. HENDERSON, to me known and known to me to be the persons who executed the foregoing Articles of Incorporation for the uses and purposes therein contained.

WITNESS my hand and official seal this 5th day of June, 1996, at Davie, Broward County, Florida.

Dennis C. Ryan
NOTARY PUBLIC

My commission expires:



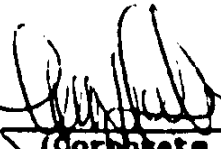
Dennis C. Ryan
MY COMMISSION & CERTIFICATE EXPIRES
December 15, 1999
BROWARD COUNTY, FLORIDA, U.S.A.

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. Name of the corporation is: **SPIDERWARE, INC.**
2. Name and address of the registered agent and office is:

GLENN C. HENDERSON, ESQ.
4431 S.W. 64th Ave., Suite 119
Davie, Florida 33314

By: 
(Corporate Officer)

Title President

Date 6/6/96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.025 Florida Statutes.

By: 
(Registered Agent)

Date 6/6/96

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TALLAHASSEE, FLORIDA