August 22, 1996

CORPORATE RECORDS BUREAU DIVISION OF CORPORATIONS DEPARTMENT OF STATE P.O. Box 6327 Tallahassee, FL 32301

In Re: Requesting Reservation of Corporate Name.

Gentlemen\Madam:

Please reserve the first available of the following corporate names,

in the order in which they appear below:

400001932054 -08/27/96--01007--006 *****70.00 *****78.00

က

FAX (904) 255-0390

() - .

- 1. BILL BAUM ASSOCIATES, INC.
- WEB ASSOCIATES, INC.
- 3. WILLIAM BAUM ASSOCIATES, INC.

Enclosed is our check for \$35.00 to cover your fee for this reservation. Please forward to this office your acknowledgment and confirmation that the name has been reserved for a period of 120

days.

Your prompt attention and cooperation will be appreciated.

Very trally yours,

SL Silvestro, CLA

The Family Para-Legal Center, Inc.

A BROW

ARTICLES OF INCORPORATION

- 1. The name of the incorporation is: BILL BAUM ASSOCIATES,
- 2. The principal place of business and mailing address of the corporation is: 8 Villa Lago Lane., Ormond Beach, FL 32174.
- 3. The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$0.001.
- 4. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including Marketing Services.
- 5. The registered agent of the corporation is William E. Baum, and the registered address is: 8 Villa Lago Lane, Ormond Beach, FL 32174. This address is the same as the principal place of business and the mailing address of the corporation.
- 6. The initial Board of Directors shall have 1 member whose name and address is as follows:

WILLIAM B. BAUM, Pres/Sec/Treas: 8 Villa Lago Lane, Ormond Beach, Florida, 32174.

7. The incorporator of this corporation is William B. Baum, whose address is: 8 Villa Lago Lane, Ormond Beach, FL 32174.

DATED: 5 22-9/c William E. Baum, Incorporator

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 as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept

the	obligations	of my	position	aø	registered agent	
ויואמ	s: 8-22-90	6			william R. Baum, Registered	
					William R. Baum, Registered	Agent

FILED # 8-35

P96000071401

Bill Baum Associates, Inc. 8 Villa Lago Lane Ormond Beach, Florida 32174

September 30, 1996

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314 SOUT J AN POLITICAL PROPERTY OF THE PROPERTY O

300001968073 -10/08/96--01134--001 *****35.00 *****35.00

Atten: Thelma Lewis, Corporate Specialist Supervisor

In Re: Amendment to Articles of Incorporation

Letter Number 496A00043569 Ref. Number P96000071401

Dear Ms. Lewis:

Pursuant to your request, enclosed please find the completed Articles of Amendment to Articles of Incorporation for Bill Baum Associates, Inc. and my filing fee of \$35.00.

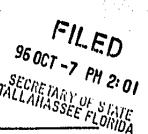
Thank you for your assistance in regard to this matter.

Sincerely,

William E. Baum President/Secretary

amend

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



BILL DAUM ASSOCIATES, INC. .

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

The following Article shall be added to the original filing of Articles of Incorporation, filed August 22, 1996.

8. Election of "S Corp". It is the intention of the Incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an "S" Corporation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

None

THIRD:	The date of each amendment's adoption: August 22, 1996						
FOURTH	: Adoption of Amendment(s) (CHECK ONE)						
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.						
C	The amendment(s) was/were approved by the shareholders through voting The following statement must be separately provided for each voting group separately on the amendment(s):	groups. p entitled to vote					
	"The number of votes cast for the amendment(s) was/were sufficient	ent "					
	for approval byvoting group	·"					
	shareholder action was not required.						
€	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.						
	Signed this day 30th of September , 19 96	•					
Signature	(Bý the Chairman or Vice Chairman of the Board of Directors, President or other	officer if adopted by					
	the shareholders)						
	or						
	(By a director if adopted by the directors)						
	OR						
	(By an incorporator if adopted by the incorporators)						
	William E. Baum Typed or printed name	• •					
	*3\$*** 4- F						
	President/Incorporator	•					
	Title						

4 . . .

Start Service

.