

Thornton, Torrence & Gonzales, P. A.

Attorneys at Law

ROBERT G. THORNTON
ALFRED W. TORRENCE, JR.
LARRY J. GONZALES
MARIA A. GONZALES

* ACCREDITED ESTATE PLANNER
NATIONAL ASSOCIATION OF ESTATE PLANNERS
** U.S. TAXATION

946 RIDGE ROAD
PORT RICHIEY, FL 32008
Phone: 813-841-0224
Telefax: 813-841-7895

P96000098742

November 27, 1996

Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

10000020178111-4
-12/03/96-01102-006
***122.50 ***122.50

Re: WEB PRESSIONS, INC.

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Incorporation for this proposed corporation.

The duplicate copy has been acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles on the duplicate copy and return it to the attention of the undersigned.

A check in the amount of \$122.50 is enclosed to cover the registered agent fee, the filing fee and the charter tax.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Very truly yours,

THORNTON, TORRENCE & GONZALES, P.A.


LARRY J. GONZALES

jm
Enclosure

FILED
96 DEC -2 PM 12:35
TALLAHASSEE, FL
SECRETARY OF STATE

12/16/96
TB

ARTICLES OF INCORPORATION
OF

WEBB PRESSIONS, INC.

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: WEBB PRESSIONS, INC., and the address is: 1211 North Westshore Boulevard, Suite 712, Tampa, FL 33607.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6645 Ridge Road, Port Richey, Florida 34668, and the name of the initial registered agent of this Corporation at that address is LARRY J. GONZALES.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have three (3) directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

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56 DEC -2 PM 10:55
TAMPA, FLORIDA

NAME	ADDRESS
ELSBETH CARTER	1211 North Westshore Boulevard, Suite 712 Tampa, FL 33607
SCOTT CONLEY	1211 North Westshore Boulevard, Suite 712 Tampa, FL 33607
JOHN BUDINCAK	1211 North Westshore Boulevard, Suite 712 Tampa, FL 33607

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME	ADDRESS
LARRY J. GONZALES	6645 Ridge Road Port Richey, FL 34668

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

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

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

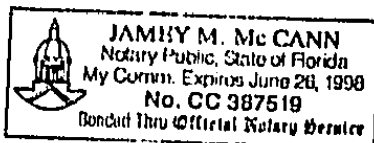
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of November, 1996.


LARRY J. GONZALES

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing Articles of Incorporation were acknowledged before me this 21st day of November, 1996, by LARRY J. GONZALES, who is personally known to me.




Notary Public, State of Florida
My Commission Expires:

55
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PM 12:55
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FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 21st day of November, 1996.


LARRY J. GONZALES

P96000098742
Thornton, Torrence & Gonzales, P. A.
Attorneys at Law

RONALD G. THORNTON *
ALFRED W. TORRENCE, JR. *
LARRY J. GONZALES **

* ACCREDITED ESTATE PLANNER
NATIONAL ASSOCIATION OF ESTATE PLANNERS
* LL.M. TAXATION

6046 RIDGE ROAD
PORT RICHEY, FL 34008
Phone: 813-846-0224
Telacopier: 813-846-7886

February 27, 1997

Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

000002104650--3
-03/03/97--01046--012
*****35.00 *****35.00

Re: Articles of Amendment - Webb Pressions, Inc.

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Amendment for the above corporation, together with minutes approving the amendment.

Please endorse your approval of the Amendment on the duplicate copy and return it to the attention of the undersigned.

A check in the amount of \$35.00 is enclosed to cover the cost of same.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Very truly yours,

THORNTON, TORRENCE
& GONZALES, P.A.

Larry J. Gonzales
LARRY J. GONZALES

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -5 PM 2:48

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corporate\letter.amd
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MAR 6 1997

ARTICLES OF AMENDMENT
OF

WEBB PRESSIONS, INC.

The undersigned Corporation, in accordance with the Florida General Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

ARTICLE I: NAME

The name of the Corporation is: WEBB PRESSIONS, INC.,

ARTICLE II: AMENDMENT

Article 1 of this Corporation's Articles of Incorporation is hereby amended (the "Amendment") in its entirety so as to read, after Amendment, as follows:

"ARTICLE I: NAME AND ADDRESS

The name and address of the Corporation shall be: WEB-PRESSIONS, INC., 1211 North Westshore Boulevard, Suite 712, Tampa, FL 33607."

ARTICLE III: ADOPTION

The Amendment has been adopted and approved by consent of all of the Directors and Shareholders of the Corporation pursuant to 607.1002 Florida Statutes.

The Amendment shall become effective upon filing with the Florida Secretary of State. A copy of consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 20 day of December, 1996.

WEBB PRESSIONS, INC.

By: John Budinscak
JOHN BUDINSCAK, President

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DIVISION
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STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by JOHN BUDINSCAK, as President, of WEBB PRESSIONS, INC., a Florida corporation, on behalf of the Corporation. JOHN BUDINSCAK is personally known to me or has produced FLDL B35-2-17751/830 as identification and did not take an oath.

Harriet K. Perry

NOTARY PUBLIC - State of FL

My Commission Expires:

Harriet K. Perry
Notary Public, State of Florida
My Comm. expires January 26, 1997
Comm. No. 00094123

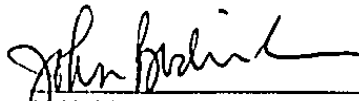
UNANIMOUS CONSENT IN LIEU OF SPECIAL
MEETING OF SHAREHOLDERS AND DIRECTORS OF

WEBB PRESSIONS, INC.

This Consent shall be in lieu of a special meeting of the Shareholders and Directors of
WEBB PRESSIONS, INC.

The undersigned, being all of the Shareholders and Directors of WEBB PRESSIONS, INC.,
acting without meeting, pursuant to the Florida General Corporation Act and the Bylaws of the
Corporation, do hereby consent to changing the name of the Corporation to WEB-PRESSIONS,
INC., approve and adopt the foregoing Articles of Amendment.

DATED: 12-20-96


JOHN BUDINSCAK


SCOTT CONLEY


ELSBETH CARTER