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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 208856 7114930

AUTHORIZATION :

Patricia Pajot

COST LIMIT : \$ 70.00

ORDER DATE : January 2, 1997

ORDER TIME : 10:54 AM

ORDER NO. : 208856-010

CUSTOMER NO: 7114930

600002049056--5

CUSTOMER: Warren A. Kirshenbaum, Esq
KIRSHENBAUM & KIRSHENBAUM,
PLLC
342 Madison Avenue
Suite 1002
New York, NY 10173

DOMESTIC FILING

NAME: WHEBSEL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED
97 JAN -7 AM 10:25
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN -7 PM 12:10
DIVISION OF CORPORATION

1.8.97
KR

ARTICLES OF INCORPORATION

OF

WHEBSEL, INC.

FILED
97 JAN -7 AM 10:25
SECRET
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter referred to as the "corporation") is Whebsel, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 2591 NE 55th Crt., # 206, Ft. Lauderdale, Florida, 33308.

The mailing address, wherever located, of the corporation is 2591 NE 55th Crt., # 206, Ft. Lauderdale, Florida, 33308

THIRD: The number of shares that the corporation is authorized to issue is 200, all of which are of a par value of one (\$1.00) Dollar each and denominated as Class A Voting Common shares. The corporation is also authorized to issue 200 shares of no par value which will be denominated as Non-voting preferred shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Whebsel, Inc., 2591 NE 55th Crt., # 206, Ft. Lauderdale, Florida, 33308.

The name of the initial registered agent of the corporation at the said registered office is Gregory Wheble.

The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is: Warren A. Kirshenbaum, Esq., 342 Madison Avenue, Suite 1002, New York, New York 10173-1899.

SIXTH: The corporation may adopt by-laws that are to be approved by a two-thirds majority vote of the shareholders of the corporation and by a two-thirds majority vote of the board of directors of the corporation. Amendment and/or repeal of the by-laws shall be determined as provided for in the by-laws.

SEVENTH: The directors of the corporation shall be appointed at the first meeting of the shareholders of the corporation. The initial directors of the corporation who shall serve until the directors of the corporation are appointed at the first meeting of the shareholders of the corporation shall be:

Gregory Wheble, 2591 NE 55th Crt., # 206, Ft. Lauderdale, Florida, 33308; and
Selwyn Silverman, 2591 NE 55th Crt., # 206, Ft. Lauderdale, Florida, 33308.

EIGHTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

NINTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To carry on a general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal

in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal and mixed property of any and all kinds, together with the components, resultants and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, machinery, fixtures, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

- (a) inventions, devices, formulae, processes, and any improvements and modifications thereof;
- (b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;
- (c) franchises, licenses, grants, and concessions.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

TENTH: The duration of the corporation shall be perpetual.

ELEVENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, 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, 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.

TWELFTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

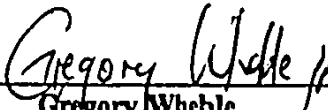
THIRTEENTH: The corporate existence of the corporation shall begin on January 7, 1997.

Executed on January 3, 1997.



WARREN A. KIRSHENBAUM, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 as registered agent.



Gregory Wheble

Date: January 3, 1997

FILED
97 JAN -7 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA