



THE UNITED STATES
CORPORATION
COMPANY

997000013076

ACCOUNT NO. : 072100000032

REFERENCE : 253945 81740A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 10, 1997

ORDER TIME : 9:31 AM

ORDER NO. : 253945-005

CUSTOMER NO: 81740A

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-02/10/97--01024--006
****122.50 ****122.50

CUSTOMER: Marguerite Shaffer, Legal Asst
ROGER L. SHAFFER, ESQ

Suite 270
2500 N. Military Trail
Boca Raton, FL 33431

DOMESTIC FILING

NAME: METROWEB, INC.

EFFECTIVE 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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 FEB 10 PM 3 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 FEB 10 AM 10:59
DIVISION OF CORPORATIONS

2/10/97

ARTICLES OF INCORPORATION
OF
METROWEB, INC.

ARTICLE I: NAME

The name of this corporation is **METROWEB, INC.** The mailing address of the corporation is 6401 E. Rogers Circle, Suite 9, Boca Raton, Florida 33487.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of Ten Cents (\$.10) par value common stock which shall be designated "Common Shares".

FILED
97 FEB 10 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V: PRE-EMPTIVE RIGHTS

Every share holder, 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 as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2500 N. Military Trail, Suite 270, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is Roger L. Shaffer, Jr.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Rick Carta, Jr.
6401 E. Rogers Circle, Suite 9
Boca Raton, Florida 33487

ARTICLE VIII: INCORPORATOR

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

Roger L. Shaffer, Jr.
2500 N. Military Trail, Suite 270
Boca Raton, Florida 33431


ARTICLE IX: INDEMNIFICATION

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

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of February, 1997.



Roger L. Shaffer, Jr.

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared Roger L. Shaffer, Jr., who is personally known to me to be the person described in, or who produced as identification _____, and who executed the foregoing Articles of Incorporation and who took an oath and acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid this 7th day of February, 1997.



Notary Public


My Commission Expires:



REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:


That METROWEB, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, State of Florida, has named Roger L. Shaffer 2500 N. Military Trail, Suite 270, Boca Raton, Florida 33431 as its agent to accept service of process within the State of Florida.



Roger L. Shaffer, Jr.
Incorporator
Dated: 2/7/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar and accept the obligations of registered agent.



Roger L. Shaffer, Jr.
Registered Agent
Dated: 2/7/97