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LAW OFFICES OF  
**GALE M. BOBENHAUSEN, P.A.**

P.O. Box 666  
Safety Harbor, Florida 34695  
Telephone (813)797-6693  
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FILED

97 FEB 17 AM 9:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 31, 1997

Secretary of State  
Division of Corporations  
State of Florida  
409 East Gains Street  
Tallahassee, FL 32399

Re: Web-Cell, Inc.

600002081306--3  
-02/07/97--01044--005  
\*\*\*\*131.25 \*\*\*\*131.25

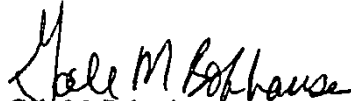
Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for Web-Cell, Inc., together with my firm check for the filing fee. Please file the Articles of Incorporation and return a Certificate of Good Standing to my office at your earliest convenience.

Thank you in advance for your time and attention to this matter.

W97-3280

Very truly yours,



Gale M. Bobenhausen  
gmb:tlc  
Encls.

KH  
2-18-97



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 10, 1997

GALE M. BOBENHAUSEN, P.A.  
POST OFFICE BOX 666  
SAFETY HARBOR, FL 34695

SUBJECT: WEB-CELL, INC.  
Ref. Number: W97000003280

We have received your document for WEB-CELL, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 197A00006969

*Sony!*

**ARTICLES OF INCORPORATION**  
**FOR PROFIT CORPORATION**

The undersigned natural person, acting hereby as incorporator for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation shall be:

WEB-CELL, INC.

The principal office shall be:

16206 Gulf Boulevard  
Redington Beach, Florida 33708

The mailing address shall be:

16206 Gulf Boulevard  
Redington Beach, Florida 33708

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**ARTICLE II**  
**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation is acting as an internet advertising agency, including everything necessary and proper in accomplishing the purposes herein set forth and anything incidental thereto which is not forbidden under the laws of the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

(a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

**ARTICLE IV**  
**DURATION**

The corporation shall have perpetual existence.

**ARTICLE V**  
**REGISTERED AGENT**

The address of this corporation's initial registered office is:

16206 Gulf Boulevard  
Redington Beach, Florida 33708

and the name of its initial registered agent at said address is:

ROY MICHAEL GAY

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the Incorporator is as follows:

Roy Michael Gay  
16206 Gulf Boulevard  
Redington Beach, Florida 33708

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The corporation shall have a board of directors consisting of one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial director of this corporation is:

Roy Michael Gay  
16206 Gulf Boulevard  
Redington Beach, Florida 33708

**ARTICLE VIII**  
**INFORMAL SHAREHOLDER ACTION**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

**ARTICLE IX**  
**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes

legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such share shall not be entitled to dividends.

#### ARTICLE X INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

#### ARTICLE XI INDEMNIFICATION

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

#### ARTICLE XII BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the board of directors and stockholders provided that such amendment be in compliance with the laws of Florida governing a professional service corporation.

#### ARTICLE XIII 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 prorata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

#### ARTICLE XIV DEATH OF A SHAREHOLDER

Upon the death of a shareholder, the deceased shareholder stock shall be subject to purchase by the corporation or by the other shareholders at such price and upon such terms and conditions and in such manner as may be provided for by the bylaws of this corporation, or by written agreement between the corporation and its shareholders or by written agreement among

the shareholders, in a manner consistent with law and these articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 13th day of February, 1997.

INCORPORATOR

Roy Michael Gay  
Roy Michael Gay

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent for the above-stated corporation, I hereby agree 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 607.0505, Florida Statutes (1994).

REGISTERED AGENT

Roy Michael Gay  
Roy Michael Gay

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 13th day of February, 1997, by Roy Michael Gay who is personally known to me.

Gale M. Bobenhausen  
Notary Public  
My Commission Expires:



Gale M. Bobenhausen  
MY COMMISSION # CCS27880 EXPIRES  
January 29, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.