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TRANSMITTAL LETTER

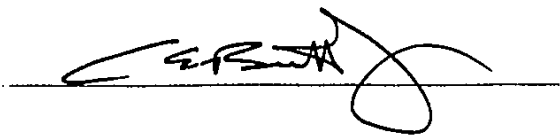
March 7, 1997

Department of State
Division of Corporations
P. O. Box 6227
Tallahassee, FL 32314

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-03/11/97--01029--016
****131.25 ****131.25

SUBJECT: WebDelusions, Inc.

I enclose the original and two (2) copies of the Articles of Incorporation for the above corporation and a check in the amount of \$131.25 to cover the costs of the filing fee, certified copy and certificate.



From: Charles E. Barrett Jr.

c/o WebDelusions, Inc.

P. O. box 1048

Hilliard, FL 32046

(904)261-2043

(904)549-1513

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 10 AM 9:45

cf 3/18/97

ARTICLES OF INCORPORATION
OF
WebDelusions, Inc.

FILED
SECRETARY OF STATE
CORPORATIONS
97 MAR 10 AM 9:45

ARTICLE I - NAME

The name of the corporation shall be: WebDelusions,
Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any and
all lawful business, as permitted under the laws of the
United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this
corporation is authorized to have outstanding at any time
is: One Thousand (1,000) shares of common stock having a par
value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business for this corporation
shall be: 1521 Fernandina Rd.
Fernandina Beach, FL 32034

The principal mailing address of this corporation shall
be: P. O. Box 1048
Hilliard, FL 32046

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent
is: Charles E. Barrett Jr.
1521 Fernandina Rd.
Fernandina Beach, FL 32034

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than two (2).

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Charles E. Barrett Jr.	1521 Fernandina Rd. Fernandina Beach, FL
Samuel M. Bradford	11635 Kingsley Manor Way Jacksonville, FL

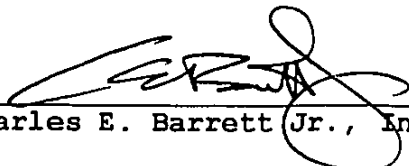
ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Charles E. Barrett Jr.	1521 Fernandina Rd. Fernandina Beach, FL

ARTICLE IX - AMENDMENT OF ARTICLES

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



Charles E. Barrett Jr., Incorporator

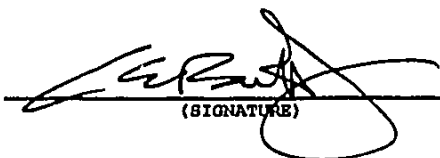
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTRATION OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **WebDelusions, Inc.**
2. The name and address of the registered agent and office is:

**Charles E. Barrett Jr.
1521 Fernandina Rd.
Fernandina Beach, FL 32034**

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 as registered agent.

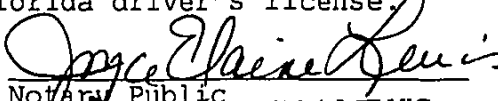

(SIGNATURE)

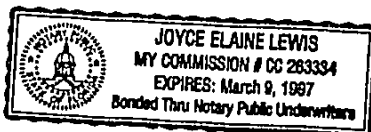
3/3/97
(DATE)

FILED
SECRETARY OF STATE
CORPORATION
97 MAR 10 11:45

STATE OF FLORIDA:
COUNTY OF NASSAU:

The forgoing Articles of Incorporation of WebDelusions, Inc. were acknowledged before me this 3rd day of MARCH, 1997, by Charles E. Barrett Jr., as the Incorporator and Registered Agent, who is personally known/produced current Florida driver's license.


Notary Public
JOYCE ELAINE LEWIS



(print name)
Commission No: CC263334
My Commission expires: 3/9/97