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DVORA M. WEINREB
FLORIDA BAR

OF COUNSEL:
STUART BLUTSKY
FLORIDA BAR & NY BAR

March 10, 1997

Corporate Records Bureau
Division of Corporations
Dept. of State
19 E. Gaines Street
Tallahassee, FL 32399

PA 700024864

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-03/12/97--01055--017
*****122.50 *****122.50

RE: Incorporation of Cyberspider Webpage Provider, Inc.

Dear Sir/Madam:

Enclosed please find the following:

- 1) Original and one (1) copy of Article of Incorporation of the above captioned Corporation containing the Registered Agent Designation.
- 2) A check in the amount of \$122.50 made payable to your order, representing the following fees:

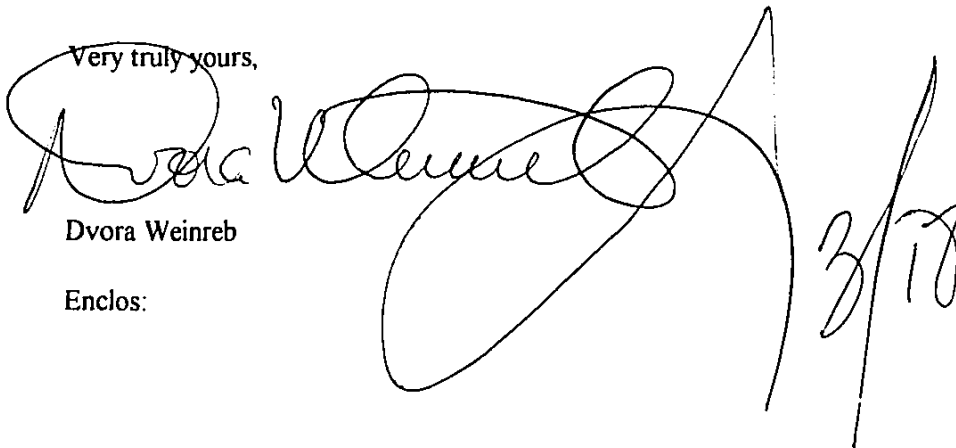
Filing Fee.....\$35.00
Certificate Under Seal.....\$52.50
Registered Agent Designation.....\$35.00

TOTAL ENCLOSED: \$122.50

Please return copies of the Certificate Under Seal and clocked in Articles of Incorporation once registered. A return envelope is enclosed for your convenience.

Thanking you in advance for your immediate attention to this matter, I remain,

Very truly yours,


Dvora Weinreb

Enclos:

FILED
97 MAR 12 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CYBERSPIDER WEBPAGE PROVIDER, INC.

FILED
97 MAR 12 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporations Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE ONE
NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be CYBERSPIDER WEBPAGE PROVIDER, INC. The Principal address of the Corporation will be 701 N. 71ST AVENUE, HOLLYWOOD, FLORIDA 33024.

ARTICLE TWO
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE FOUR
CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand five hundred(1,500) shares at One Dollar (\$1.00) par value.

ARTICLE FIVE
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9900 STIRLING ROAD, SUITE 230, COOPER CITY, FLORIDA 33024 and the name of the initial registered agent at that address is DVORA WEINREB, ESQ. .

ARTICLE SEVEN
INCORPORATORS

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

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---|
| ANTONY ROLOFF | 701 N. 71ST AVENUE HOLLYWOOD, FL 33024 |
| MARGO ROLOFF | 701 N. 71ST AVENUE HOLLYWOOD, FL 33024 |

ARTICLE NINE
INDEMNIFICATION

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

ARTICLE TEN
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 shareholders is subject to this reservation.

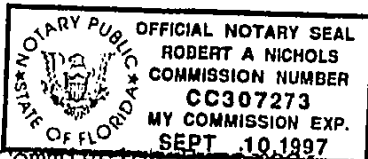
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4TH day of March, 1997.

Antony Roloff
ANTONY ROLOFF

Margo Roloff
MARGO ROLOFF

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 4TH day of March, 1997 by ANTONY ROLOFF and MARGO ROLOFF, who are personally known to me or who produced KNOWN PERSONALLY as identification.



My Commission Expires

Robert A. Nichols
NOTARY PUBLIC

Robert A. Nichols
PRINTED NAME

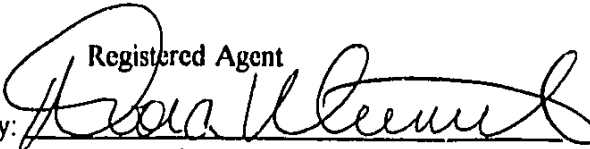
**Certificate Designating Place of Business or Domicile for the Service of Process Within This State,
Naming Agent Upon Whom Process May be Served**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That CYBERSPIDER WEBPAGE PROVIDER, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 701 N. 71st Avenue, Hollywood, County of Broward, State of Florida, has named DVORA WEINREB, ESQUIRE, located at 9900 Stirling Road, Suite 230, Cooper City, Florida 33024, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

Registered Agent
By: 
Dvora Weinreb

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97 MAR 12 PM 1:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA