

P97000041346

TERESA97 FLORIDA DIVISION OF CORPORATIONS  
9:33 AM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H97000007668 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

FAX #:

NAME: WEBWORK SOLUTIONS, INC. AUDIT NUMBER.....H97000007668 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..  
\$70.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

FILED  
97 MAY -9 AM 10:39  
TALLAHASSEE, FLORIDA

05/14/97

HP 000007668

**ARTICLES OF INCORPORATION  
OF  
WEBWORK SOLUTIONS, INC.**

**ARTICLE I - NAME**

The name of this Corporation is:

**WEBWORK SOLUTIONS, INC.  
P.O. Box 23353  
Fort Lauderdale, Florida 33307**

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue Ten Thousand (10,000) shares of common stock having a \$1.00 par value. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it 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.

G. Vincent LeCurto, Esquire  
8245 North Federal Highway  
Suite 503  
Fort Lauderdale, FL 33308  
FBN: 41040  
754-492-5542

HP 000007668

FILED  
97 MAY -9 AM 10:39  
TALLAHASSEE, FLORIDA

119700007668

Webwork Solutions, Inc.  
Articles of Incorporation  
Page: 2

#### ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this Corporation is 6245 North Federal Highway, Suite 503, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this Corporation at that address is C. Vincent LoCurto, Esquire.

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

  
C. VINCENT LOCURTO, ESQUIRE

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert K. Bell	P.O. Box 23353 Fort Lauderdale, Florida 33307
Robert E. Finch	P.O. Box 23353 Fort Lauderdale, Florida 33307

#### ARTICLE IX - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Robert K. Bell	P.O. Box 23353 Fort Lauderdale, Florida 33307

#### 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.

#### ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

FILED  
97 MAY -9 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

119700007668

1197000007668

Webwork Solutions, Inc.  
Articles of Incorporation  
Page: 3

**ARTICLE XII - INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XIII - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Robert K. Bell            5500 Shares

Robert E. Finch        4500 Shares

**ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case whether or not such approval is required by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 4 day of May, 1997.

  
ROBERT K. BELL

FILED  
97 MAY -9 AM 10:39  
TALLAHASSEE, FLORIDA

1197000007668