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Document No. _____

HERNANDO

Accounting & Tax Service, Inc.

5390 Spring Hill Dr.

Spring Hill, FL 34606

City/State/Zip Phone #

10000022141021

-115/062747-01008-0005

***120.50 ***120.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 JUN - 5 11 97
 STATE
 OF FLORIDA

EFFECTIVE DATE
06-03-97

Examiner's Initials	JN 6-9-97
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ARTICLES OF INCORPORATION
OF

WEBSERVR, INC.

97 JUN -6 11 3 11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, HEREBY ORGANIZE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF CORPORATIONS FOR PROFIT:

ARTICLE I-NAME AND PRINCIPAL OFFICE

THE NAME OF THE CORPORATION SHALL BE:

WEBSERVR, INC.

EFFECTIVE DATE

6-3-97

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION SHALL BE:

12454 SPRING HILL DRIVE
SPRING HILL, FL. 34609

ARTICLE II-DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III-PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV -CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 7,000 SHARES OF \$1.00 PAR VALUE STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V-CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN SHALL BE \$100.00

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

12454 SPRING HILL DRIVE
SPRING HILL, FL. 34609

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

JOHN MCCLLOUD

ARTICLE VII

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE AS FOLLOWS:

JOHN MCCLOUD PRES/DIR DEBBIE CHAMBERLAND S/T/DIR

ARTICLE IX-INCORPORATORS

JOHN MCCLOUD
12454 SPRING HILL DR.
SPRING HILL, FL. 34609

DEBBIE CHAMBERLAND
12454 SPRING HILL DR.
SPRING HILL, FL. 34609

ARTICLE X-AMENDMENT

THE CORPORATION RESERVES THE RIGHT TO AMEND, ADDEND, OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, ANY RIGHT CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XI--BY-LAWS

THE POWER TO ADOPT, ADDEND, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XII-ADOPTION OF BY-LAWS

A SPECIAL MEETING OF THE SUSCRIBERS OF THEIR ASSIGNS SHALL BE HELD, UPON THE CALL OF THE PRESIDENT, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BY-LAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XIII-TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

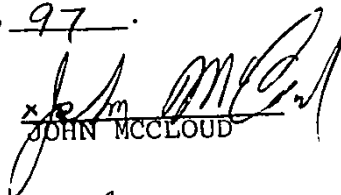
ARTICLE XIV-RESTRICTIONS OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

JOHN MCCLLOUD 50 SHARES DEBBIE CHAMBERLAND 50 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, I/WE HAVE HEREUNTO SUBSCRIBED MY/OUR NAME AND AFFIX OUR SEAL TO THESE ARTICLES OF INCORPORATION, ON THIS 3RD DAY OF June, 97.


JOHN MCCLLOUD


DEBBIE CHAMBERLAND

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

WEBSERVR, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION AT 12454 SPRING HILL DRIVE, SPRING HILL, COUNTY OF HERNANDO, STATE OF FLORIDA, HAS ACCEPTED JOHN MCCLOUD AT THAT ADDRESS, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE FOR PROCESS FOR THE ABOVE NAMED STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH WITH THE PROVISIONS OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


JOHN MCCLOUD

FILED
97 JUN -8 AM 9 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

6-3-97

STATE OF FLORIDA
COUNTY OF HERNANDO

FID1 m24347844629 c516 168487860
BEFORE ME PERSONALLY APPEARED John V Medrano & Nehora
H. Chamberlain TO ME WELL KNOWN AND KNOWN TO ME
TO BE THE PERSON(S) DESCRIBED IN AND WHO EXECUTED THE
FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE ME
THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES
THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 3RD DAY OF
June 1997.



Marilyn Gavitt
NOTARY PUBLIC, STATE OF FLORIDA
MARILYN GAVITT
PRINT, TYPE OR STAMP NAME OF
NOTARY PUBLIC

PERSONALLY KNOWN _____ OR
TYPE OF IDENTIFICATION PRODUCED see above