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LAW OFFICES
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 12 AM 8:43

June 10, 1997

Secretary of State
Capital Building
P.O. Box 6327
Tallahassee, Florida 32314

ATTENTION: DIVISION OF CORPORATIONS

Re: Web Associates, Inc.

400002209904--4
-06/12/97--01016--002
****122.50 ****122.50

Dear Sir/Madam:

Please accept for filing Articles of Incorporation for the above-referenced corporation and please return a certified copy of the Articles of Incorporation. Enclosed is the filing fee of \$122.50.

Please forward the certified copy to this office.

Sincerely,



Nathan A. Schwartz
For the firm

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D. BROWN JUN 13 1997

ARTICLES OF INCORPORATION

OF

WEB ASSOCIATES, INC.

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The undersigned incorporator for these Articles of Incorporation, a natural person over the age of eighteen years, competent to contract under the laws of State of Florida, hereby presents these Articles of Incorporation for the formation of a corporation under the Corporation Act, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is WEB ASSOCIATES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be conducted by the corporation is:

(a) To engage in providing informational services on the Internet and other lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

(b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or other types of investments, and to own real and personal property to effectuate the purposes set forth herein.

(c) To do everything necessary and proper for the accomplishment of any said purposes enumerated in these Articles of Incorporation, or any Amendment thereof, necessary or incidental to the benefit of the Corporation, either alone or in association with others.

ARTICLES III. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 par value stock.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is: 7491 North Federal Highway, C-5, Suite 117, Boca Raton, FL 33487. The name of the Registered Agent of this corporation is Nathan A. Schwartz, P.A., at 5255 North Federal Highway, Third Floor, Boca Raton, FL 33487.

ARTICLE VI. 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 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.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director. The number of Directors may be either increased from time to time according to the ByLaws. The name and address of the initial Director of the corporation is: Peter G. Penner, at 7491 North Federal Highway, C-5, Suite 117, Boca Raton, FL 33487.

ARTICLE VIII. VOTING TRUST

No shareholder of this Corporation shall enter into a voting trust agreement or any type of agreement vesting in another person

the authority to exercise the voting power of any or all of his shares.

ARTICLE IX. BYLAWS

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

ARTICLE X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Seventy five percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote shall be the act of the shareholders.

ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

One Director shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the Director present shall be the act of the Board of Directors.

ARTICLE XIV. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by

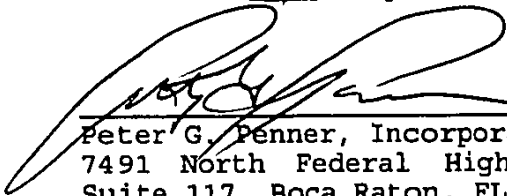
law.

ARTICLE XV. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 9 day of

June, 1997.



Peter G. Penner, Incorporator
7491 North Federal Highway, C-5,
Suite 117, Boca Raton, FL 33487

STATE OF FLORIDA)
) ss.:
COUNTY OF)

9th The foregoing instrument was acknowledged before me on this 9th day of June 1997 by Peter G. Penner.


My commission expires:




Notary Public - State of Florida
at Large

Jennie A. Cifuentes
My Commission CCB18912
Expires February 3, 2001

The undersigned, having been named as Registered Agent to accept Service of Process for WEB ASSOCIATES, INC. at 5255 North Federal Highway, Third Floor, Boca Raton, FL 33487, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.

 pres.
Nathan A. Schwartz, P.A., Reg. Agent

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