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July 16, 1999

U.S. EXPRESS MAIL

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700002935267--4

-07/19/99-01117-001

*****35.00 *****35.00

Re: Amended and Restated Articles of Incorporation
of Web TV Research, Inc.

Ladies and Gentlemen:

Enclosed for filing please find two copies of Amended and Restated Articles of Incorporation for Web TV Research, Inc. together with a check in the amount of \$35.00 for the filing fee.

If you have any questions or need additional information, please contact me at (305) 373-0300.

Sincerely,



Louis R. Montello

Enclosures

FILED
99 JUL 19 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. LEWIS JUL 22 1999

**CERTIFICATE
OF THE
PRESIDENT
OF
WEB TV RESEARCH, INC.**

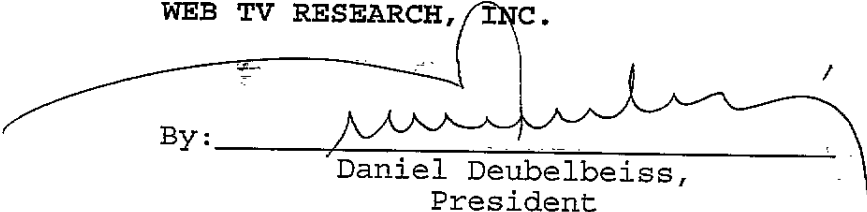
Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of Web TV Research, Inc. (the "Corporation"), attached hereto contain certain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has only one class of capital stock outstanding and the Corporation's sole shareholder duly adopted all of the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by unanimous written consent on July 16, 1999, pursuant to Section 607.0704 of the Florida Business Corporation Act.

WEB TV RESEARCH, INC.

By: _____


Daniel Deubelbeiss,
President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WEB TV RESEARCH, INC.

Original Articles of Incorporation filed with
the Florida Department of State on
June 18, 1997

FILED
99 JUL 19 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On July 16, 1999, the Board of Directors and sole shareholder of Web TV Research, Inc. (the "Corporation"), duly adopted the following amended and restated articles of incorporation pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is VINCENTI AND LAMPART CO. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 444 Brickell Avenue, Suite 514, Miami, Florida 33131.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	common

ARTICLE IV

Registered Office and Registered Agent

The street address of the Corporation's registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131, and the name of its registered agent at such office is Louis R. Montello.

ARTICLE V

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

ARTICLE VI

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on July 16, 1999.

WEB TV RESEARCH, INC.

By: 

Daniel Deubelbeiss,
President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of WEB TV RESEARCH, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Louis R. Montello,
Registered Agent

July 16, 1999