

P97000055414



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 439326 10900A

AUTHORIZATION

*Patricia Pyjunt*

COST LIMIT : \$ 78.75

ORDER DATE : June 24, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 439326-005

500002221465--8

CUSTOMER NO: 10900A

CUSTOMER: Deborah Robinson, Legal Asst  
RICHARD P. ZARETSKY, P.A.

Suite 900  
1655 Palm Beach Lakes Blvd.  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: XPRESSWEB USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED  
97 JUN 24 AM 10:50  
DIVISION OF CORPORATION

94 JUN 24 1997

4

ARTICLES OF INCORPORATION OF  
XpressWeb USA, Inc.

FILED  
97 JUL 24 PM 12:02  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is **XpressWeb USA, Inc.**

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are:

1. The creation and management of technology industries, communication methods, software development and implementation, marketing and advertising utilizing any manner of legally authorized business methods for businesses and residences, corporations and individuals.

2. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State. To transact any other lawful business for which the corporation may be incorporated under the Florida General Corporation Act or engage in any other trade or business which may be in the opinion of the Board of Directors of the Corporation, may be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR

1. The aggregate number of shares which the Corporation is authorized to

issue is ten thousand (10,000). Such shares shall be of a single class, and shall have a par value of one dollar.

2. No preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of the shares of the Corporation or any of the holders thereof.

#### ARTICLE FIVE

The name of its initial registered agent in the State of Florida and said registered agent's address is Richard P. Zaretsky, 1655 Palm Beach Lakes Blvd, Suite 900, West Palm Beach, Florida, 33401.

#### ARTICLE SIX

The street address of the initial office of the Corporation is 410 17th Street, Suite 1350, Denver, Colorado, 80202.

#### ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation is no less than two and no more than fifteen directors. The names and addresses of each person who is to serve as a member of the initial Board of Directors is:

Jerry R. Erickson, 1400 Village Blvd., West Palm Beach, FLORIDA 33409

Michael Bleau, 6125 Habitat Drive, Boulder, Colorado, 80301

#### ARTICLE EIGHT

The name and address of each incorporator is:

Richard P. Zaretsky

1655 Palm Beach Lakes Blvd., Suite 900  
West Palm Beach, FL 33401

EXECUTED by the undersigned at West Palm Beach, Florida this 23 day of  
JUNE, 1997.

  
RICHARD P. ZARETSKY, Incorporator

State of Florida )  
County of Palm Beach)

BEFORE ME, the undersigned authority, personally appeared Richard P. Zaretsky, who after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation, for the purposes herein expressed.

Witness my hand and official seal at the State and County aforesaid, this 23 day of JUNE, 1997.

  
NOTARY PUBLIC, State of Florida at Large

My commission expires:

ACCEPTANCE OF DESIGNATION

I, Richard P. Zaretsky hereby accept the designation of registered agent for XpressWeb USA, Inc.

  
Registered Agent



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