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1 ALSO MEMBER MASSACHUSETTS BAR
2 ALSO MEMBER MICHIGAN BAR
3 ALSO MEMBER NEW JERSEY BAR
4 ALSO MEMBER PENNSYLVANIA BAR

July 25, 1997

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of WebNT, Inc.

000002249780--4
-07/28/97--01171--014
****122.50 ****122.50

Ladies and Gentlemen:

Please find enclosed an original and a photocopy of the Articles of Incorporation to form the above-named corporation. The designation of the Registered Agent for the corporation is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles.

Also, please find enclosed a check in the amount of \$122.50 for the following items:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	35.00
Certification Fee - Articles of Incorporation	<u>52.50</u>
TOTAL	\$122.50

If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified photocopy to me by federal express. A federal express prepaid envelope is enclosed for your convenience.

I appreciate your assistance in this matter.

Sincerely yours,

Robert L. Wunker (npp)

Robert L. Wunker

SIGNED IN MR. WUNKER'S
ABSENCE TO AVOID DELAY.

Enclosures

F. 01-02001A JUL 31 1997

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
WEBNT, INC.
A FLORIDA CORPORATION

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is WebNT, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 4691 University Drive, Coral Springs, Florida 33067.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, One Dollar (\$1.00) par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Robert L. Wunker

Address

Highwoods Square, 4th Floor
2600 N. Military Trail
Boca Raton, FL 33431

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially three directors to hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in

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accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
David C. Noderer	10325 N.W. 51st Street Coral Springs, FL 33076
Shervin Shakibi	1385 W. Camino Real Boca Raton, FL 33486
Alvaro Barona-C.	11822 S.W. 117 Place Miami, FL 33186

ARTICLE VII
INCORPORATORS


The names and addresses of the persons signing these Articles are:

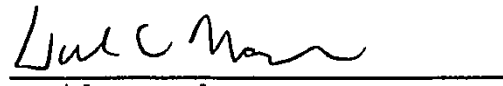
<u>Name</u>	<u>Address</u>
David C. Noderer	10325 N.W. 41st Street Coral Springs, FL 33076
Shervin Shakibi	1385 W. Camino Real Boca Raton, FL 33486
Alvaro Barona-C.	11822 S.W. 117 Place Miami, FL 33186

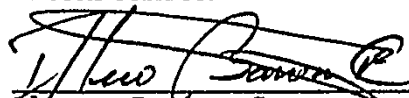
ARTICLE VIII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of July, 1997.


Shervin Shakibi
INCORPORATOR


David C. Noderer
INCORPORATOR


Alvaro Barona-C.
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of WebNT, Inc. was acknowledged before me this 24th day of July, 1997, by David C. Noderer, who is personally known to me, and by Shervin Shakibi and Alvaro Barona-C. who have produced their Florida drivers licenses as identification.

Maria P. Poleschuk
Notary Public

Name: MARIA P. POLESCHUK
Type or Print Name

My Commission Expires:

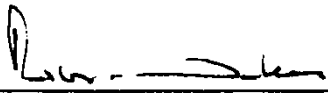


Maria P. Poleschuk
MY COMMISSION # CC593411 EXPIRES
October 14, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of WebNT, Inc., simultaneously with my being designated, as made in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Date: July 25, 1997



Robert L. Wunker

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA