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CARREGAL ACCOUNTING SERVICE

6115 N Armenia Ave., Suite B

Tampa, Florida 33604

877-6371 or 877-6371 Fax 877-2895

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 PM 12:22

30 July 1997

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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****122.50 ****122.50

TO WHOM IT MAY CONCERN:

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION WebMasters On-Line, Inc..
AS WELL AS A CHECK FOR 122.50 COVERING THE VARIOUS FEES.

PLEASE RETURN THE CERTIFIED COPY OF THE ARTICLES TO MY ATTENTION AT 6115 N.
ARMENIA AVENUE, SUITE B, TAMPA, FLORIDA 33604.

SHOULD YOU HAVE ANY QUESTIONS REGARDING THIS MATTER, PLEASE FEEL FREE TO CALL
(813) 877-6371

THANK YOU,


ALAN CARREGAL

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D. BROWN AUG 12 1997

ARTICLES OF INCORPORATION
OF
WebMasters On-Line, Inc.

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DIVISION OF CORPORATIONS
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The undersigned subscribers, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: WebMasters On-Line, Inc.
The principal place of business of this corporation shall be
26060 Sawgrass Court Land o' Lakes, Florida 34639

ARTICLE II: TERM OF EXISTENCE

The duration of this corporation is perpetual.

ARTICLE III: NATURE OF BUSINESS

This corporation is organized for the purpose of operating a business, and transacting of any and all lawful business for which corporations may be incorporated under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV: CAPITAL STOCK

The corporation may issue FIVE HUNDRED (500) shares of voting common stocks of par value one dollar (\$1.00) each share with preemptive rights preserved.

ARTICLE V: ADDRESS & REGISTERED AGENT

The name and address of the initial registered agent and office of the corporation is: Aaron P. Custer 26060 Sawgrass Court Land o' Lakes, Florida 34639

ARTICLE VI: DIRECTORS

The corporation shall have no directors.

ARTICLE VII: OFFICERS AND INCORPORATORS

The names and addresses of the officers and incorporators of this corporation are:

Aaron P. Custer Pres, Sec'y
26060 Sawgrass Court
Land o' Lakes
Florida 34639

There shall be one initial officer of the corporation. The number of the officers should be established by the bylaws and could be changed from time to time, but always should be at least one officer, the President.

The incorporators of this corporation are:

Aaron P. Custer Pres, Sec'y
26060 Sawgrass Court
Land o' Lakes
Florida 34639

[Handwritten signature]

State of Florida
County of Hillsborough

BEFORE ME, a Notary Public duly authorized in the state of Florida and county of Hillsborough, personally appeared the above mentioned subscriber(s) to me known to be the person(s) described as the subscriber(s) in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same and subscribed to these Articles of Incorporation.

WITNESS MY HAND and official seal in the County and State named above this 30 July 1997



"OFFICIAL SEAL"
ALAN CARREGAL
My Commission Expires 4/1/00
Commission #CG42061

[Handwritten signature]
Notary Public, State of Fl at Large

My commission expires: _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is: WebMasters On-Line, Inc.
2. The name and address of the registered agent and office is:

Aaron P. Custer 26060 Sawgrass Court Land o' Lakes, Florida 34639

Signature: *Aaron P. Custer*
Title: Pres, Sec'y
Date: 7/30/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: *Aaron P. Custer*
Date: 7/30/97