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97 AUG 15 2000

TALLAHASSEE, FLORIDA

August 13, 1997

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

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Re: **ASSOCIATED ARTISTS GUILD, INC.**

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of **ASSOCIATED WEB ARTISTS GUILD, INC.** to be registered as a Florida Corporation. Please issue the Certificate of Incorporation and return the same to my office together with a certified copy of the Articles of Incorporation.

In addition, a check in the amount of \$122.50 is enclosed to represent the following fees:

Filing Fee:	\$ 35.00
Certified Fee:	\$ 52.50
Registered Agent Fee:	\$ 35.00
TOTAL:	\$122.50

Thank you for your cooperation and prompt attention to this matter. Should you have any questions, then please do not hesitate to contact this office.

Very truly yours,

Barry E. Hughes
BEH/ls

Enclosures

PAH
8/15/97

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ASSOCIATED WEB ARTISTS GUILD, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation is ASSOCIATED WEB ARTISTS GUILD, INC., with its principal office located at 2469 Bellevue Avenue, Daytona Beach, FL 32114.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is as follows:

(a). To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

(b.) To establish, maintain, promote, market and develop artistic renderings for computer web sites on the World Wide Web, display and sell computer programming and formats including, but not limited to, graphic interchanging, formatting and other new formats which may hereafter be developed; contract with other computer programmers or programming companies for the purpose of marketing, promoting or developing electronically formatted renditions, establishing web sites for companies and individuals, to all things which may be required to operate and manage a web site which markets computer programming formats.

(c). To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any manner reproduced.

(d). To purchase, take, receive, lease, sub-lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with the real and personal property or any interest therein.

transfer and otherwise dispose of all or part of its property and assets.

(f). To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute 607.141 as amended.

(g). To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(h). To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i). To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(j). To make distribution for the public welfare or for other charitable, scientific or educational purposes.

(k). To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any and all of its directors and officers.

(l). To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(m). To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of the specific powers and purposes shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE IV

This corporation is authorized to issue 1000 shares of no par value common stock which shall be the aggregate number of shares this corporation has authority to issue.

ARTICLE V

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 prices at

ARTICLE VI

The mailing address of the principal office of this corporation is 2469 Bellevue Avenue, Daytona Beach, Florida 32114, and the name of the registered agent of this corporation is HOBART WORLEY, whose address is 2469 Bellevue Avenue, Daytona Beach, FL 32114.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the shareholders but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Hobart Worley	2469 Bellevue Avenue Daytona Beach, FL 32114

ARTICLE VIII

The name and address of the incorporator is:

Hobart Worley	2469 Bellevue Avenue Daytona Beach, FL 32114
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ARTICLE IX

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if

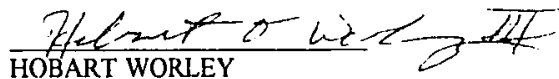
ARTICLE XII

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE X

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 13 day of August, 1997.

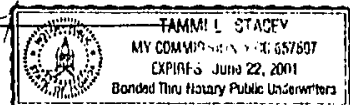

HOBART WORLEY

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared HOBART WORLEY known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 13 day of August, 1997.


Notary Public
My Commission Expires:



Pursuant to Chapter 607.164 as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Incorporation for ASSOCIATED WEB ARTISTS GUILD, INC., with an office at 2469 Bellevue Avenue, Daytona Beach, FL 32114, therefore to act as Registered Agent in accordance with the provisions of the said Statute. I