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November 26, 1997

J. LaDon Dewrell
Timothy W. Shaw

Secretary of State
State of Florida
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

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-12/01/97--01119--009
****122.50 ****122.50

RE: Destin Web Design, Inc.

Dear Secretary of State:

Please find enclosed the following documents for forming a new corporation for the above referenced name:

1. Original and one copy of Articles of Incorporation.
2. Letter to the Secretary of State regarding the acceptance of the registered agent.
3. Waiver of Notice of Organizational Meeting of Board of Directors and Shareholders of Destin Web Design, Inc.
4. Minutes of Organizational Meeting of the Shareholders and Directors of Destin Web Design, Inc.
5. Check in the amount of \$122.50 which represents payment for the filing and incorporation.

Thank you for your attention to this matter. If you have any questions, please feel free to contact the office.

Sincerely,

Donna R. Stolsworth
Donna R. Stolsworth

Legal Assistant to
Timothy W. Shaw

/drs Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC -1 AM 9:08

FILED

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ARTICLES OF INCORPORATION

OF

DESTIN WEB DESIGN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the law of the State of Florida.

ARTICLE I - NAME

The name of the corporation is DESTIN WEB DESIGN, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - CORPORATE PURPOSE AND POWERS

This corporation is initially organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at One Dollar (\$1.00) par value per share, which such stock shall have the entire voting power of the corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE V - INITIAL REGISTERED OFFICE AGENT

The street/mailling address of the initial registered office and the principal office of this corporation is 36 Hickory Avenue, Shalimar, Florida 32579. The initial registered agent at this address is James D. Greubel.

ARTICLE VI - DIRECTORS

The corporation shall have a board of directors consisting of not less than one (1) nor more than five (5) directors. The initial board of directors shall consist of the following person:

James D. Greubel

36 Hickory Avenue
Shalimar, Florida 32579

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

James D. Greubel

36 Hickory Avenue
Shalimar, Florida 32579

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the board of directors and shareholders.


ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting or consent in writing setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE X - PREEMPTIVE RIGHTS

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 prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal this 26 day of NOV, 1997, for the purpose of forming this corporation to do business both within and without the State of Florida and pursuant to the corporation laws of the State of Florida, do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


JAMES D. GREUBEL

STATE OF FLORIDA
COUNTY OKALOOSA

The foregoing instrument was acknowledged before me this 20th day of November, 1997, by James D. Greubel, who is personally known to me and who did not take an oath.

WITNESS MY HAND and official seal in the State and County aforesaid
this 21st day of NOVEMBER, 1997.

Donna R. Stolsworth
Notary Public
(Seal)



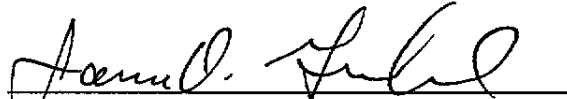
TO: THE SECRETARY OF STATE OF
THE STATE OF FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That Destin Web Design, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in Articles of Incorporation at 36 Hickory Avenue, Shalimar, Florida 32579, has named James D. Greubel at that address as its agent to accept service of process with the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said business.


JAMES D. GREUBEL
Registered Agent

Dated: 26 NOV 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


WAIVER OF NOTICE OF ORGANIZATIONAL MEETING OF
BOARD OF DIRECTORS AND SHAREHOLDERS OF
DESTIN WEB DESIGN, INC.

I, the undersigned, being the shareholder and director of the corporation hereby agree and consent that an organizational meeting of the shareholders and directors will be held on the date and at the time and the place stated below for the conduct of all business as may lawfully come before said meeting and hereby waive all notice of the meeting and any adjournment thereof.

Place of Meeting: Dewrell & Shaw, Attorneys
207 Florida Place Southeast
Fort Walton Beach, Florida 32548

Date of Meeting: Wednesday, November 26, 1997

Time of Meeting: 10:00 o'clock a. m.



JAMES D. GREUBEL
Director

MINUTES OF ORGANIZATIONAL MEETING OF
THE SHAREHOLDERS AND DIRECTORS OF
DESTIN WEB DESIGN, INC.

An organizational meeting of the Shareholders and Board of Directors of Destin Web Design, Inc., was held at Dewrell & Shaw, Attorneys, 207 Florida Place Southeast, Fort Walton Beach, Florida 32549, on Wednesday, November 26, 1997, pursuant to a Waiver of Notice signed by the directors and shareholders.

The following persons were present:

James D. Greubel
Timothy W. Shaw, as counsel for the corporation

On motion duly made, seconded and approved, James D. Greubel, was elected Chairman and Secretary of the meeting.

The Secretary presented and read to the meeting a waiver of notice. It was ordered that such waiver be appended to the minutes of this meeting.

The Secretary then presented and read to the meeting a copy of the Articles of Incorporation of the corporation, the original of which was to be duly filed with the Secretary of State of the State of Florida. The Secretary was directed to append a copy of the Articles of Incorporation to these minutes and to thereafter append a filed copy of such Articles upon receipt of the same from the Secretary of State.

The Chairman suggested that the first order of business would be election of the corporation's Board of Directors. The person named in the Articles, James D. Greubel, was further elected as

director of the corporation to serve for one year or until his successors are elected and qualified.


The Chairman then suggested that nominations be made for election of the President and Secretary of the corporation. James D. Greubel was elected as President and Secretary, to serve as such officers for one year or until his successors are elected and qualified.

The meeting agreed that 1,000 shares of the authorized common stock be issued to the person or entities below named for the consideration below stated:


James D. Greubel	1000 shares	\$1,000.00 consideration
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The Chairman then presented to the meeting, the By-Laws which have been prepared by Timothy W. Shaw, which By-Laws were unanimously adopted as the By-Laws of the corporation. The Secretary was directed to append such By-Laws to these minutes.

There being no further business to come before the meeting, the meeting was adjourned.


JAMES D. GREUBEL
Chairman/President/Secretary

By the signing of these minutes, the undersigned hereby ratifies and approves the action taken and described in such minutes and does hereby waive formal notice of such meeting.


JAMES D. GREUBEL
Shareholder and Director