

ALEXANDRA V. RIEMAN, P.A.

ATTORNEY AT LAW

P97000106580

December 7, 1997

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

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-12/11/97--01009--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation - The Web Warehouse Corporation

Division of Corporations:

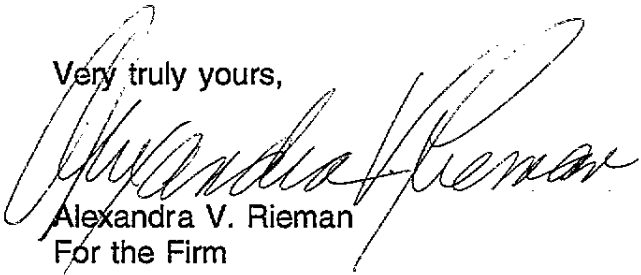
Enclosed are the following:

1. Original and one copy of the Articles of Incorporation; and
2. Check in the amount of \$122.50 for the filing fee; and

Please file the original Articles and return a certified copy to this office.

If you have any questions, please call.

Very truly yours,

  
Alexandra V. Rieman  
For the Firm

Encls.  
AVR:jmb

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/19/97 - 481

got machine. -

W97-277/2-12/11/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 11, 1997

ALEXANDRA V. RIEMAN, ESQ.  
PO BOX 7107  
FORT LAUDERDALE, FL 33338

SUBJECT: THE WEB WAREHOUSE CORPORATION  
Ref. Number: W97000027712

We have received your document for THE WEB WAREHOUSE CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Meyer  
Document Specialist

Letter Number: 997A00058389

**ALEXANDRA V. RIEMAN, P.A.**

ATTORNEY AT LAW

December 17, 1997

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

Attention: Tracy Meyer

Re: Articles of Incorporation - The Web Warehouse Corporation  
Reference Number 997A00058389

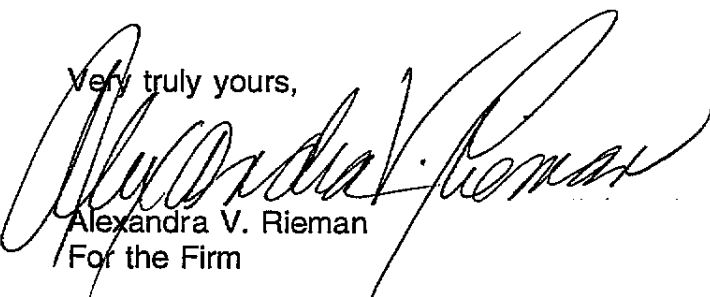
Dear Ms. Meyer:

Enclosed is the Articles of Incorporation for The Web Warehouse Corporation with the requested changes and your letter of December 11, 1997.

Please file the original Articles and return a certified copy to this office.

If you have any questions, please call.

Very truly yours,



Alexandra V. Rieman  
For the Firm

Encls.  
AVR:jmb

**ARTICLES OF INCORPORATION OF**  
**THE WEB WAREHOUSE CORPORATION**

The undersigned incorporator to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together for the purpose of forming a corporation by and under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities of a corporation for profit.

**ARTICLE I**  
**NAME**

The name of this corporation shall be THE WEB WAREHOUSE CORPORATION.

**ARTICLE II**  
**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is any lawful act or activity for which corporations may be organized under the Florida General Corporations Act, or any successor statute.

**ARTICLE III**  
**GENERAL POWERS**

This corporation shall have and may exercise all powers now or hereafter conferred by the laws of the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at one time is ONE THOUSAND (1,000) shares of common stock, each having a par value of ONE DOLLAR and 00/100 (\$1.00).

**ARTICLE V**  
**INITIAL CAPITAL**

The amount of capital with which the corporation shall begin business shall not be less than ONE HUNDRED DOLLARS (\$100.00).

**ARTICLE VI**  
**PRINCIPAL ADDRESS AND REGISTERED AGENT**

The initial address of the principal office of this corporation shall be Suite 203, 1287 East Newport Center Drive, Deerfield Beach, Florida 33442. The registered agent of this corporation shall be Alexandra V. Rieman, 629 S.E. Fifth Avenue, Fort Lauderdale, Florida 33301. The Board of Directors may, from time to time, move the principal office,

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TALLAHASSEE, FLORIDA

the registered office and may change the registered agent and notify the Secretary of State of the same without need of any amendment to these Articles of Incorporation.

## **ARTICLE VII** **INITIAL DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders of the corporation but the number of directors of this corporation shall in no event be less than one. The names and street addresses of the members of the first board of directors are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Stan Jones	Suite 203 1287 East Newport Center Drive Deerfield Beach, Florida 33442

## **ARTICLE VIII** **INCORPORATOR**

The name and address of each incorporator to these Articles of Incorporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Alexandra V. Rieman	629 S.E. Fifth Avenue Fort Lauderdale, Florida 33301

## **ARTICLE IX** **SPECIAL PROVISIONS**

Special provisions for the regulation of the corporation are:

**Section a.** The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law.

**Section b.** Every shareholder, upon the sale of any new issue of 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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**Section c.** Cumulative voting for directors shall be permitted.

**Section d.** The power to adopt, alter, amend and/or repeal by-laws shall be

reserved to the shareholders.

**ARTICLE X**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred herein upon shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 8th day of December, 1997 in Broward County, Florida.

*S. R. Halpern*  
Witness

*E. Thompson*  
Witness

*Alexandra V. Rieman*  
Alexandra V. Rieman, Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me personally appeared ALEXANDRA V. RIEMAN to me known to be the person described in and who executed the foregoing certificate of incorporation, and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein set forth.

WITNESS my hand and official seal in the county and state above written, this 17 day of December, 1997.

*S. R. Halpern*  
Notary Public

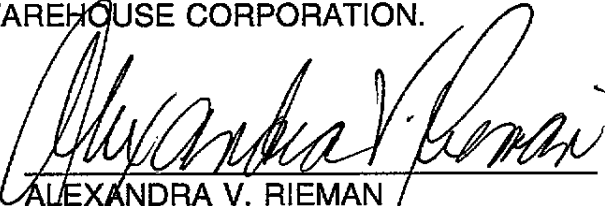
My commission expires:



SAMUEL R. HALPERN  
My Commission CC551780  
Expires Apr. 30, 2000

**Acceptance by Resident Agent**

Having been named resident agent to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in that capacity for THE WEB WAREHOUSE CORPORATION.

  
ALEXANDRA V. RIEMAN  
629 S.E. Fifth Avenue  
Fort/Lauderdale, Florida 33301

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