

12/31/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:28 PM

P97000109135

((H97000021466 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOSEPH ~~JOSEPH~~ *Grz*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: WEB ALTERNATIVES, INC.

AUDIT NUMBER.....H97000021466

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD... FAX

EST.CHARGE... \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
97 DEC 31 PM 2:33
SEC. OF STATE
TALLAHASSEE, FLORIDA

6/12/97

H97000021466

**ARTICLES OF INCORPORATION
OF
WEB ALTERNATIVES, INC**

ARTICLE I

The name of the Corporation is Web Alternatives, Inc.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III

The Corporation is authorized to issue 100,000,000 shares of common stock par value \$.001 per share.

ARTICLE IV

The Corporation is authorized to issue 10,000,000 shares of preferred stock par value \$.001 per share.

ARTICLE V

The address of the initial registered office of the Corporation is 225 South Westmonte Drive, Altamonte Springs, Suite 1170, Florida 32714 and the name of the initial registered agent of the Corporation at such address is Ms. Maryann Klimm.

ARTICLE VI

The initial mailing address for the Corporation is: 225 South Westmonte Drive, Suite 1170, Altamonte Springs, Florida 32714.

ARTICLE VII

The Corporation shall have 1 director initially and the number of directors may be increased or decreased from time to time as provided by the By-laws but shall never be less than one (1). The names and addresses of the initial Directors are as follows:

Corporate Creations International, Inc.¹
941. Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

H97000021466

FILED
97 DEC 31 PM 2:33
STATE
TALLAHASSEE, FLORIDA

H97000021466

Ms. Maryann Klimm, 225 South Westmonte Drive, Altamonte Springs,
Suite 1170, Florida 32714.

ARTICLE VIII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE IX

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

ARTICLE X

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE XI

The Corporation waives, to the extent permitted under law, any application of Florida control shares and control shares and affiliated transaction laws and rules.

H97000021466

H97000021466

ARTICLE XII

The name and address of the incorporator of this Corporation is:
Ms. Maryann Klimm, 225 S Westmonte Drive, Suite 1170, Altamonte
Springs, Florida 32714.

ARTICLE XIV

The Board of Directors and Shareholders may amend, repeal or adopt
any By-law of and for the Corporation, but the Shareholders may
prescribe that any By-law so amended, repealed or adopted by the
Shareholders shall not be amended, repealed or adopted by the Board
of Directors.

ARTICLE XV

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 28th day of December, 1997.



Maryann Klimm

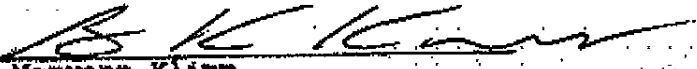
by G.K. Kuroda as Attorney in fact

H97000021466

H97000021466

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes, as amended.



Maryann Klimm

by G.K.Kuroda as Attorney in fact

H97000021466

FILED
97 DEC 31 PM 2:33
CLERK OF STATE
TALLAHASSEE, FLORIDA