

Charter Number Only

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98 JAN 21 PM 3:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VALIDATION ONLY

1/20/98

MAVIS

H. Scott Hecker

Requestor's Name

517 SW 1 AVE.

Address

Fort Lauderdale FL 33301

City

State

ZIP

Phone

(954) 523-3811 B

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-01/21/98-01082-020  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

WebSuccess, Advertising and Marketing  
Group, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy  
RECEIVED  
98 JAN 21 AM 11:46  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

K. Rolfe

JAN 22 1998

Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

OF

WEBSUCCESS, Advertising and Marketing Group, Inc.

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TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be WEBSUCCESS, Advertising and Marketing Group, Inc.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PLACE OF BUSINESS

The corporation's principal place of business shall be 1031 IVES DAIRY ROAD, SUITE 228, NORTH MIAMI BEACH, FLORIDA, 33179.

ARTICLE IV - GENERAL PURPOSES

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

(I) The corporation shall have authority to issue one thousand shares (1,000) of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

#### ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 1031 IVES DAIRY ROAD, SUITE 228, NORTH MIAMI BEACH, FLORIDA, 33179 and the name of its initial registered agent at said address is MICHELLE SEMEL, 1031 IVES DAIRY ROAD, SUITE 228, NORTH MIAMI BEACH, FLORIDA, 33179.

#### ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of two (2) directors, and shall have two (2) directors initially. The number of directors may be increased from time to time by amendment of the By-Laws.

(II) The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until its successors are elected and qualify, are MICHAEL STERN AND MICHELLE SEMEL, 1031 IVES DAIRY ROAD, SUITE 228, NORTH MIAMI BEACH, FLORIDA, 33179

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is  
MICHELLE SEMEL, 1031 IVES DAIRY ROAD, SUITE 228, NORTH MIAMI BEACH,  
FLORIDA, 33179.

IN WITNESS WHEREOF, the undersigned incorporator has executed  
the foregoing Articles of Incorporation this 16<sup>th</sup> day of  
JANUARY, 1998.

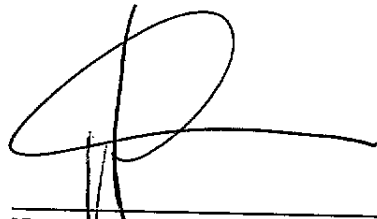
  
MICHELLE SEMEL

STATE OF FLORIDA

COUNTY OF BROWARD

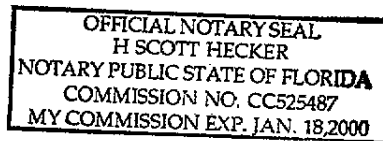
BEFORE ME, the undersigned authority, personally appeared MICHELLE SEMEL, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to the law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County last aforesaid, this 16 day of JANUARY, 1998.



Notary Public  
State of Florida at Large

My Commission Expires:



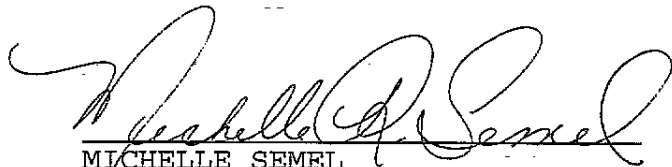
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091,  
Florida Statutes,

THAT WEBSUCCESS, Advertising and Marketing Group, Inc., a  
corporation organizing under the laws of the State of Florida, has  
named MICHELLE SEMEL, as its Registered Agent to accept service of  
process within this State, whose registered office is located at  
1031 IVES DAIRY ROAD, SUITE 228, NORTH MIAMI BEACH, FLORIDA,  
33179.

ACKNOWLEDGMENT

Having been named to accept service of process for the above  
entitled 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 the proper and complete  
performance of my duties.



MICHELLE SEMEL  
1031 Ives Dairy Road, Suite 228  
North Miami Beach, Fl 33179  
Registered Agent

FILED  
98 JAN 21 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA