

**TAX  
SPECIALISTS,  
INC.**

Telephone  
(813) 849-2398

Robert Zolezzi  
President

**P98000015714**

February 13, 1998

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-02/17/98--01016--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Domestic Charter Filing Section

Dear Sir:

Enclosed are the Articles of Incorporation for WEBCO PRODUCTIONS INC.  
and check #399 dated February 14, 1998 amount \$70.00 for filing fees.

If there are any questions we can be reached by mail or phone at the  
numbers on our letterhead.

*Lorraine Zolezzi*

Lorraine Zolezzi  
Secretary

1  
Enclosures

FILED  
98 FEB 17 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TAX SPECIALISTS, INC.  
8740 WOODCREST DRIVE  
PORT RICHEY, FL 34668**

~~6710 Embassy Blvd. • Suite 201 • Port Richey, Florida 34668~~

*QN 2-18-98*

ARTICLES OF INCORPORATION  
OF  
WEBCO PRODUCTIONS INC.

FILED  
98 FEB 17 AM 8:20  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is WEBCO PRODUCTIONS INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence shall commence with filing this to the Secretary of State and acknowledgement of these Articles of Incorporation, and is to exist perpetually.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the corporation is:

(1) to publish a magazine and do do all business relative to same;

(2) to engage in any activity or business permitted under the laws of the United States and the State of Florida; and

B. The corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes set forth, and to do all other things incidental to or connected with, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of each stock authorized to be issued by the corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders meeting and otherwise to participate in all such meeting and in the assets of the corporation.

ARTICLE V

PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into a right to subscribe to or acquire such shares of the corporation.

ARTICLE VI

OWNERSHIP

The names and addresses of the subscribers to these Articles and the number of shares are:

	<u>Percent of Shares</u>
Douglas L. Addison 10505 Hilltop Drive New Port Richey, FL 34654	(20%)
John Bayliss 10441 Hilltop Drive New Port Richey, FL 34654	(20%)
Timothy Clark 7710 Pineapple Lane Port Richey, FL 34668	(20%)
Bernard Diel 11808 Bingham Drive Port Richey, FL 34668	(20%)
John Ferdinand 5040 Waterside Drive Port Richey, FL 34668	(20%)

ARTICLE VII

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 9125 Little Road #140, New Port Richey, FL 34654, and the name of the initial registered agent at that address is John Ferdinand. The principal address of the corporation and registered office address are the same.

## ARTICLE VIII

### BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial board of directors of this corporation are:

Douglas L. Addison  
10505 Hilltop Drive  
New Port Richey, FL 34654

Bernard Diel  
11808 Bingham Drive  
Port Richey, FL 34668

John Bayliss  
10441 Hilltop Drive  
New Port Richey, FL 34654

John Ferdinand  
5040 Waterside Drive  
Port Richey, FL 34668

Timothy Clark  
7710 Pineapple Lane  
Port Richey, FL 34668

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-laws. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board are the following:

- (1) electing the officers of the corporation;
- (2) exercising complete charge of the business of the corporation, including electing committees of the Board and delegating to them, as well as to the officers of the corporation, such powers in the conduct of the corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may be Directors as well.

## ARTICLE IX

### OFFICERS

A. Officers of the corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers are:

Douglas L. Addison  
John Bayliss  
Timothy Clark  
Bernard Diel  
John Ferdinand

Vice President  
Treasurer  
Secretary  
Vice President  
President


ARTICLE X

MISCELLANEOUS

The corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

IN WITNESS THEREOF, I have set my hand and seal this 13<sup>th</sup> day of February, 1998.

 (SEAL)  
Douglas L. Addison

 (SEAL)  
John Bayliss

 (SEAL)  
Timothy Clark

 (SEAL)  
Bernard Diel

 (SEAL)  
John Ferdinand

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared Douglas L. Addison, John Bayliss, Timothy Clark, Bernard Diel and John Ferdinand, to me known and known to me to be the persons described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the uses and purposes herein expressed.

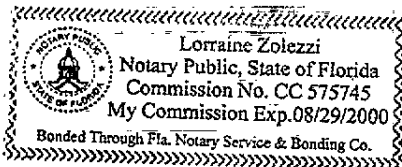
WITNESS my hand and official seal at Port Richey, Florida, this 13 day of February, 1998.

*Lorraine Zolezzi*

NOTARY PUBLIC


State of Florida at Large

My commission expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of WEBCO PRODUCTIONS INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. #48.091, relative to keeping the Corporation's registered office open.

  
JOHN FERDINAND  
Registered Agent

FILED  
98 FEB 17 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA