

John L. Adams

8335 S. W. 130th Street
Miami, Florida 33156

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***122.50 ***122.50

May 21, 1998

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

Re: Incorporation of "Miami Web Design, Inc."

Dear Sir/Madam:

Having certified today that the name is available, enclosed please find Articles of Incorporation for the above new corporation, along with a check in the amount of \$122.50 in payment for the registration fee.

Your assistance in expediting issuance of the Certificate of Incorporation will be appreciated.

Sincerely,

John Adams

John G. Adams
Treasurer
encl.

FILED
98 JUL -6 PM12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA - 7/8/98

**Articles of Incorporation
of
MIAMI WEB DESIGN, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE

NAME

The name of this corporation shall be: Miami Web Design, Inc. The principal address of this corporation shall be c/o Adams & Co., Suite 1560, 9350 South Dixie Highway, Miami, Florida 33156.

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to Florida Statutes, and is authorized to issue 100 shares of common stock.

ARTICLE III

PURPOSE

The purposes for which this Corporation is organized are to offer various professional services pertaining to computer programs, computer equipment and its use, the world wide web/internet, and related areas.

Toward that end, the Corporation shall be empowered to:

1. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any property, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value;

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2. To contract for the operation or management of any part of the corporation or its facilities;
 3. To advertise and promote within or without the State as to the facility and activities of the Corporation;
 4. To sell, convey, or otherwise dispose of, any such property, and to invest, reinvest, or deal with, the principal thereof, or the income therefrom, in such manner as, in the judgment of the Corporation's Board of Directors, will best promote the purposes of the Corporation, and without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any other law applicable thereto;
 5. To receive income from various sources, including fees, entrance charges, rent, grants, loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Corporation, and to determine the best use of those receipts through preparation of annual budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted;

6. To have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;
7. Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted by the Laws of Florida and the United States.
8. To the extent permitted by law, to exercise its rights, powers, and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, in any part of the world;
9. Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation.

ARTICLE IV

TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE V

INCORPORATORS

The name and residence of the subscribers to these Articles of Incorporation are:

Finn D. Maurice; 2470 Southeast 7th Place; Homestead, Florida
33033; President

John G. Adams; 8335 Southwest 130th Street, Miami, Florida 33156;
Treasurer

David W. Rynders; 305 Wedge Drive, Naples, Florida 34103;
Secretary

ARTICLE VI

QUALIFICATION OF MEMBERS

The shareholders may in the future elect an expanded permanent Board, following the initial Board. If so, the authorized number, the qualifications of the members, the manner of admission, the rights and privileges of members, and other criteria, shall be set forth in the By-Laws of this Corporation.

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS:

- A. Board of Directors: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors herein provided for shall be as set forth in the By-Laws of the Corporation, providing, however, that except for the initial Board of Directors set forth below, there shall never be fewer than two members on the Board of Directors. The names and addresses of persons constituting the initial Board of Directors are the same as the incorporators listed above.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The name and address of the Corporation's initial registered agent in the State of Florida, which is the same as the registered office, is:

David W. Rynders; 305 Wedge Drive, Naples, Florida 34103

ARTICLE IX

By-laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-laws may be amended or repealed in whole or in part, in the manner provided herein. Any amendments to the By-laws shall be binding on all members of this Corporation.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by a Director and presented to a quorum of the Board of Directors for their vote; amendments may be adopted by a vote of the majority of the members of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, for the purpose of forming this Corporation under the laws of the State of Florida, this ____ day of June, 1988.

Finn D. Maurice, President

Finn D. Maurice

John G. Adams, Treasurer

John G. Adams

David W. Rynders, Secretary

David W. Rynders

State of Florida

County of Dade

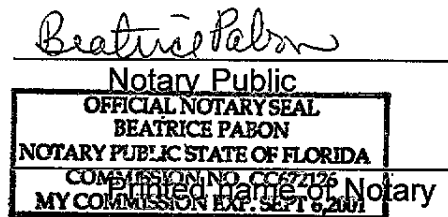
Before me, the undersigned, personally appeared Finn D. Maurice and John G. Adams who, being first duly sworn, acknowledged to me the they were the persons described as incorporators of, and the ones who executed, the foregoing Articles of Incorporation, and that they executed the same for the purposes therein expressed. They are well known to me or presented _____ for the purposes of identification.

Witness my hand and seal this 29th day of June, 1998.

SEAL

My commission expires:

9/6/2001



State of Florida

County of Collier

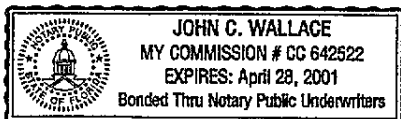
Before me, the undersigned, personally appeared David W. Rynders, who, being first duly sworn, acknowledged to me the he was the person described as an incorporator of, and the one who executed, the foregoing Articles of Incorporation, and that he executed the same for the purposes therein expressed. He is well known to me or presented FLARLIC for the purposes of identification.

Witness my hand and seal this 8th day of June, 1998.

SEAL

My commission expires:

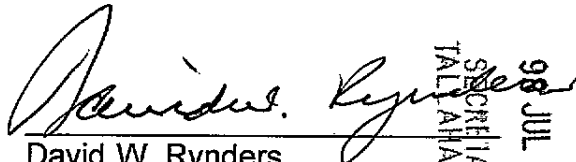
Notary Public
John C. Wallace
Printed name of Notary



Acceptance by Registered Agent

Having been named to accept service of process for the Miami Web Design, Inc., Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act as a Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 8th day of June, 1998


David W. Rynders
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida

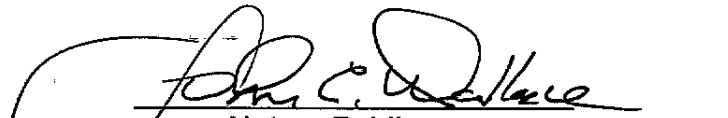
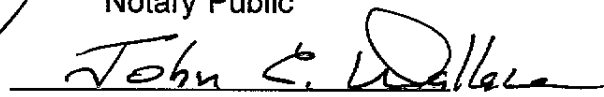
County of Collier

Before me, the undersigned, personally appeared David W. Rynders, who, being first duly sworn, acknowledged to me that he was the person described as the Registered Agent in, and the one who executed, the foregoing Acceptance by Registered Agent, and that he executed the same for the purposes therein expressed. He is well known to me or presented FL DR LIC for the purposes of identification

Witness my hand and seal this 8th day of June, 1998.

SEAL

My commission expires:


Notary Public

Printed name of Notary

