

8/10/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: WEBMULTIMEDIA, INC.

AUDIT NUMBER.....H98000014789

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

CERT. OF STATUS..1

PAGES.....3

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TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
WebMultimedia, Inc.**

ARTICLE I - NAME

The name of this Corporation is WebMultimedia, Inc.
2660 SW Douglas Road, #411 Miami, FL 33133

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of Ten Dollars (\$10.00) par value common stock which shall be designated as *Common Shares*.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is Manuel Gutierrez, 2660 SW Douglas Road, #411, Miami, FL 33133.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have Two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased according to the Bylaws of the Corporation; however, there shall never be less than one Director nor more than five. The name, position, and address of each member of the initial Board of Directors of the Corporation are:

Manuel Gutierrez

Alexander Leon

Prepared by: Manuel Gutierrez
2660 SW Douglas Rd. #411
Miami, FL 33133
(305) 443-8057

Director/Vice President
2660 SW Douglas Road, #411
Miami, FL 33133

Director/President
218 Santillane Avenue, #10
Coral Gables, FL 33134

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TALLAHASSEE, FLORIDA

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ARTICLE VIII - INCORPORATORS

The name and address of the Incorporators signing these articles is:

Manuel Gutierrez
Director/Vice President
2660 SW Douglas Road, #411
Miami, FL 33133

Alexander Leon
Director/President
218 Santillane Avenue, #10
Coral Gables, FL 33134

ARTICLE IX - INDEMNIFICATION

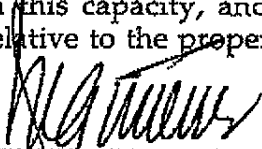
The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the Corporation named above, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

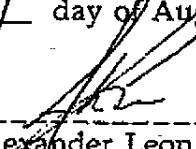


Manuel Gutierrez
Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 1 day of August, 1998.



Manuel Gutierrez
Incorporator



Alexander Leon
Incorporator