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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: WEB WISE, INC.

AUDIT NUMBER.....H98000015339

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

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**ARTICLES OF INCORPORATION OF  
WEB WISE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be: WEB WISE, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of conducting any business authorized under the laws of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 shares of common capital stock with a par value of one dollar (\$1.00) per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Hodkin & Ostrow, P.A.  
2300 East Las Olas Boulevard, Fourth Floor, Fort Lauderdale, FL 33301 - Telephone: (954) 767-3345  
Jeffrey M. Ostrow, Esquire - Florida Bar Number: 121452

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#### **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation, at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles of Incorporation, A Copy  
Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as the members of the Initial Board of Directors are:

Hodkin & Ostrow, P.A.  
2300 East Las Olas Blvd., Fourth Floor, Fort Lauderdale, FL 33301; Telephone: (954) 767-3345

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Jason M. Buchwald, 19514 East Country Club Drive, Aventura, FL 33180;

Eric Buchwald, 8044 Twin Lake Drive, Boca Raton, FL 33496

Mark Chin, 837 Northwest 81<sup>st</sup> Terrace, Plantation, FL 33324

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of the corporation's principal office and the address of this corporation's initial registered office shall be: 19514 East Country Club Drive, Aventura, FL 33180.

The name of the individual who shall serve as this corporation's initial registered agent at that address is Jason M. Buchwald

#### ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

Jason M. Buchwald, 19514 East Country Club Drive, Aventura, FL 33180.

#### ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
JASON M. BUCHWALD, Incorporator

Hodkin & Ostrow, P.A.  
2300 East Las Olas Blvd., Fourth Floor, Fort Lauderdale, FL 33301; Telephone: (954) 767-3345

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I hereby accept my designation as resident agent and agree to serve as the resident agent of WEB WISE, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for WEB WISE, INC.

Jason Buchwald  
JASON M. BUCHWALD, Registered  
Agent of WEB WISE, INC.

State of Florida            )  
                                  ss:  
County of Broward        )

On August 14, 1998, JASON M. BUCHWALD, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of WEB WISE, INC.

Jeffrey M. Ostrow  
NOTARY PUBLIC

My Commission Expires on:

NOTARY PUBLIC  
Jeffrey M. Ostrow  
Commission # CC 722749  
Expires March 8, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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