

8/31/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: INTERNATIONAL WEB INSTITUTE, INC.

AUDIT NUMBER.....H98000016189

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

CERT. OF STATUS..0

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98-16189

**ARTICLES OF INCORPORATION
OF**

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INTERNATIONAL WEB INSTITUTE, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

INTERNATIONAL WEB INSTITUTE, INC.

The address of the principle office of this corporation shall be 3801 N. University Drive, Suite 315 Sunrise, FL 33351 and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares valued at Ten (\$10.00) Dollars par value of common stock.

ARTICLE IV - REGISTERED AGENT

The street address of the initial reregistered office of the corporation shall be 2311 N. Andrews Avenue, Wilton Manors, FL 33311, and the name of the initial registered agent of the corporation at the address is Michael S. Davis.

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually commencing on the date of execution of these Articles.

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

Prepared by:
acei Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 555-1234

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This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Cathy S. Davis
10131 NW 10th Street
Plantation, FL 33322-6527

President
Director

Steven J. Davis
10131 NW 10th Street
Plantation, FL 33322-6527

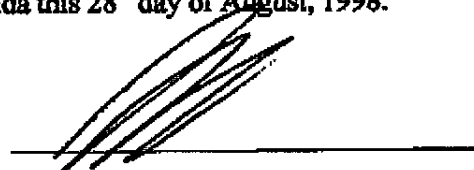
Chief Executive Officer
Director

ARTICLE VII - INCORPORATOR

The name and address of the incorporator and the person signing these Articles of Incorporation:

Michael S. Davis
2311 North Andrews Avenue
Wilton Manors, FL 33311

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Broward County, Florida this 28th day of August, 1998.



MICHAEL S. DAVIS

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

MICHAEL S. DAVIS, having been designated as the Reregistered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.


MICHAEL S. DAVIS

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