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TRANSMITTAL LETTER

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

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-09/11/98--01055--008
***122.50 ***122.50

SUBJECT:

WEB PARTNERS, INC.

(proposed corporate name)

Enclosed please find an original articles of incorporation for the above non-profit corporation and a check in the amount of \$122.50.

FROM: Douglas M. Sieb, Esq.
240 North Washington Boulevard, Suite 200
Sarasota, FL 34236
(941) 366-8855

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

WEB PARTNERS, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Web Partners, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1885 Bougainvillea
Sarasota, Florida 34239

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Million (10,000,000)

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Douglas M. Sieb, Esquire
240 N. Washington Boulevard, Suite 200
Sarasota, Florida 34236

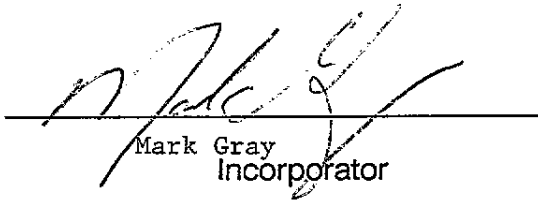
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ARTICLE V - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Mark Gray
1885 Bougainvillea
Sarasota, Florida 34239

The undersigned has executed these Articles of Incorporation this 9th day of September 9th, 1998.


Mark Gray
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: WEB PARTNERS, INC.

2. The name and address of the registered agent and office is:

DOUGLAS M. SIEB, Esquire

(NAME)

240 N. Washington Boulevard, Suite 200.

(P.O. BOX NOT ACCEPTABLE)

Sarasota, Florida 34236

(CITY/STATE/ZIP)

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SIGNATURE

Mark Gray

TITLE

President

DATE: Sept. 9, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Douglas M. Sieb

DATE: Sept. 9, 1998