

P980000 88070

TROY W. KENNEDY
15610 Holdridge Road East
Wayzata, Minnesota 55391

Tel. 612-249-9001

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troy@firstlightinc.com

October 13, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

900002663549--1
-10/14/98--01050--014
****122.50 *****78.75

Re: WebTel Marketing Consulting Group, Inc.

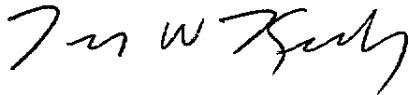
Enclosed are an original and one copy of Articles of Incorporation for the above named corporation. Also enclosed is a check in the amount of \$122.50 for the following expenses:

Filing Fee	\$35.00
Resident Agent Certificate	\$35.00
Certified Copy of Articles	<u>\$52.50</u>
Total	\$122.50

Please file these Articles and send a certified copy to

Troy W. Kennedy
15610 Holdridge Road E.
Wayzata, MN 55391

Yours very truly,



Troy W. Kennedy

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**Articles of Incorporation
of
WebTel Marketing Consulting Group, Inc.**

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DIVISION OF CORPORATIONS

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In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation, for the purpose of organizing a business corporation.

Article I - Name

The name of this corporation is **WebTel Marketing Consulting Group, Inc.**

Article II - Effective Date and Duration

This corporation shall begin existence as of the date of filing with the Secretary of State and shall continue perpetually unless dissolved.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Common Stock

This corporation is authorized to issue Ten Million (10,000,000) shares of common stock with a par value of \$.001 per share.

Article V - Authority

This corporation has the authority to conduct any and all lawful business which can be legally conducted by any corporation.

Article VI - Dividends

This corporation shall pay dividends upon the terms and conditions specified by the Board of Directors from time to time.

Article VII - Incorporator

The name and address of the incorporator of this corporation is as follows:

Troy W. Kennedy
15610 Holdridge Road East
Wayzata, MN 55391

Article VIII - Directors

The initial Board of Directors shall consist initially of seven (7) members, but may be increased or decreased as provided in the By-Laws of the corporation.

Article IX - Powers of Directors

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make and alter the By-Laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon real and personal property belonging to this corporation. The Board of Directors shall also have the authority to hire and fire all employees of the corporation and to fix their compensation, unless these responsibilities are delegated to an officer.

Article X - Principal Place of Business

The principal place of business of this corporation shall be 146 Second Street North, Suite 310, St. Petersburg, FL 33701. The Board of Directors may from time to time move the place of business of this corporation.

Article XI - Registered Agent

The Registered Agent for service of process of this corporation, who shall serve until removed by the Board of Directors, is Troy W. Kennedy, 146 Second Street North, Suite 310, St. Petersburg, FL 33701.

Article XII - Private Property of Shareholders

The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

Article IX - Excess Salary

In the event that the Internal Revenue Service determines that a portion of the salary paid by this corporation to any of its employees, including its officers and directors, is excessive under the law as it exists at that time, and will not allow the corporation to deduct said portion of salary from its earnings as an operating expense, said portion of salary deemed to be excessive shall be automatically repaid to the corporation.

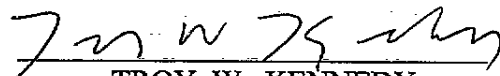
Article XIV - Excess Business Expense

In the event that the Internal Revenue Service determines that any business expense of the corporation is invalid or excessive under the law as it exists at that time, and will not allow the corporation to deduct a portion of said business expense, said portion of the business expense deemed to be excessive shall be automatically repaid to the corporation.

Article XV - Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of October 1998.

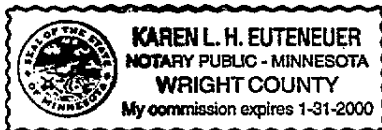

TROY W. KENNEDY

**STATE OF MINNESOTA
COUNTY OF HENNEPIN**

I **HEREBY CERTIFY** that the foregoing instrument was acknowledged before me this date by **TROY W. KENNEDY**, who produced as identification Colorado Drivers License No. 940620561, and who did not take an oath.

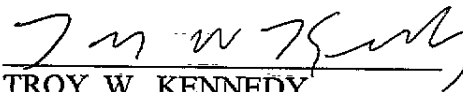
WITNESS my hand and official seal in the County and State last aforesaid this 13th day of October 1998.

(Commission Seal)



Acceptance

I, **Troy W. Kennedy**, do hereby accept the appointment of Registered Agent for **WebTel Marketing Consulting Group, Inc.**


TROY W. KENNEDY
Registered Agent

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DIVISION OF CORPORATIONS
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