

10/29/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

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NAME: WEB WEALTH, INC.

AUDIT NUMBER.....H98000020186

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLE I - NAME

The name of this corporation is WEB WEALTH, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

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

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) 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.

Prepared by: TAMELA J. STULTS, ESQUIRE FL. Bar #0834572, MASSA & STULTS, 2717 East Oakland Park Blvd. #102, Fort Lauderdale, Florida 33306. (954) 565-0894

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is JAMES WINDSOR, 1700 NE 43rd Street, Fort Lauderdale, Florida, 33334 and the name of the initial registered agent of this corporation at that address is JAMES WINDSOR.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Director of this corporation is:

JAMES WINDSOR
1700 NE 43rd Street
Fort Lauderdale, Florida 33334

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

JAMES WINDSOR
1700 NE 43rd Street
Fort Lauderdale, Florida 33334

ARTICLE IX - INDEMNIFICATION

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

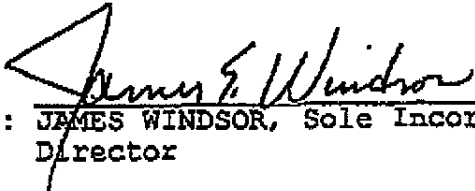
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ARTICLE X - AMENDMENT

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 subscribers have executed these Articles of Incorporation this 21st day of October, 1998.


Subscriber: JAMES WINDSOR, Sole Incorporator and Director

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES WINDSOR known to be and known personally by me to be the person, and did not take an oath, who executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21st of October, 1998.

NOTARY PUBLIC

Sign: 

Print: TARNELA J. STULTS

State of Florida at Large
My Commission Expires:



Tarnela J. Stults
My Commission CC648503
Expires May 19, 2001

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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0345, Florida Statutes,
the following is submitted:

FIRST that WEB WEALTH, INC., with its principal place of
business at 1700 NE 43rd Street, Fort Lauderdale, Florida 33334, has
named JAMES WINDSOR, located at 1700 NE 43rd Street, Fort
Lauderdale, Florida 33334, as its agent to accept service of
process within Florida.

Dated: 21st October 1998

James F. Windsor
JAMES WINDSOR, PRESIDENT

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

James F. Windsor
JAMES WINDSOR
Registered Agent

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