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FLORIDA PROFIT CORPORATION OR P.A.

W.I.N.D. - Web Internet & Network Development, Inc. ~~(W.I.N.D.)~~

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December 9, 1998

Division of Corporations
P.O. Box 6327
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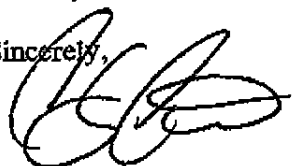
Re: Articles of Incorporation of W.I.N.D. - WEB INTERNET & NETWORK DEVELOPMENT, INC.

Ladies/Gentlemen:

Enclosed with this fax are the Articles of Incorporation for the captioned corporation. I have discussed with my clients the above mentioned name. They wish to do business as W.I.N.D. - WEB INTERNET & NETWORK DEVELOPMENT, INC.

Thank you for your cooperation in this matter.

Sincerely,



Anthony L. Conticello
ALC/alc

Enclosures

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ARTICLES
OF
INCORPORATION
FOR:

W.I.N.D. - WEB INTERNET & NETWORK
DEVELOPMENT, INC.

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ARTICLE I

NAME

The name of this corporation shall be: W.I.N.D. - WEB INTERNET & NETWORK DEVELOPMENT, INC.

ARTICLE II

ADDRESS OR PRINCIPAL OFFICE/MAILING ADDRESS

The mailing and street address of the principal office of this corporation shall be: 1323 Southeast 17th Street, Suite 413, Fort Lauderdale, Florida 33316.

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ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV

PURPOSE

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

Anthony L. Conticello
Florida Bar No. 132550
Warner, Fox, Seeley, Dungey & Sweet, L.L.P.
1100 South Federal Highway
Stuart, Florida 34995
(561) 336-8869

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.01 par value common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1100 S Federal Highway, Stuart, FL 34994

The name of the initial registered agent of this corporation at that address is:

ANTHONY L. CONTICELLO

ARTICLE VII

INITIAL DIRECTORS/INCORPORATORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial Directors of this corporation and the persons signing these articles (the Incorporators) are:

LEONARD A. CONTICELLO
1323 Southeast 17th Street
Suite 413
Fort Lauderdale, Florida 33316

JACK RAHNER
1323 Southeast 17th Street
Suite 413
Fort Lauderdale, Florida 33316

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

ARTICLE X

PREEMPTIVE RIGHTS

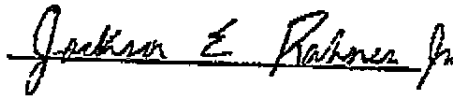
Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the

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reissuance of treasury shares. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 9th day of December, 1998.



LEONARD A. CONTICELLO II


JACKSON E. RAHNER JR.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, W.I.N.D. - WEB INTERNET & NETWORK DEVELOPMENT, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 9th day of December, 1998.


ANTHONY L. CONTICELLO
Registered Agent

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