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LAW OFFICES OF MICHAEL J. TERRANA, P.A.
ATTORNEYS AT LAW

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MICHAEL J. TERRANA, ESQ.*
RONALD E. PEREZ, JR., ESQ.
*CERTIFIED MEDIATOR

PATRICIA G. BARBARA
OFFICE ADMINISTRATOR

December 16, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/21/98--01084--011
*****70.00 *****70.00

Attention: New Filings

Re: Merlin's Web, Inc.

Dear Sir or Madam:

Enclosed, please find my check in the amount of \$70.00 for the filing of the enclosed corporation, that being Merlin's Web, Inc. Please stamp the additional copy and return it to our office in the enclosed stamped, self-addressed envelope as proof that the above corporation was filed.

If you have any questions regarding this matter, please do not hesitate to contact our office.

Thank you.

Sincerely,


Michael J. Terrana

MJT/pgb
Enc.

cc: Ms. Jane Yeager

P. Hall
DEC 23 1998
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

MERLIN'S WEB, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation is Merlin's Web, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the initial principal office is 19823 Gulf Boulevard, #13, Indian Shores, Florida 33785.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is One Thousand (1,000.00) shares.

ARTICLE IV - REGISTERED AGENT

The registered agent is Michael J. Terrana and the address of the registered office of this corporation is 2124 West Kennedy Boulevard, Suite "A", Tampa, FL, 33606.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator of this corporation is:

Michael J. Terrana

2124 West Kennedy Boulevard
Suite "A"
Tampa, Florida 33606


ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

The business of the corporation shall be conducted, carried on and managed by the Officers of this corporation and the Board of Directors, which may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The name of the initial Director is Jane D. Yeager. The names of the Officers are:

Jane D. Yeager	Chief Executive Officer
James W. Neumann	President
Mark Williams	Vice-President
Jane D. Yeager	Secretary and Treasurer

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of December, 1998.

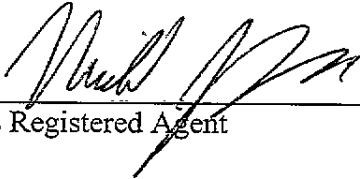


Michael J. Terrana
As Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above stated corporation, at the address designated in the above Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Act relative to accepting service of process and keeping open said office.

By:


As Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA