

P 99000041111

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000010740 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

99 MAY -6 AM 11:25

FILED

FLORIDA PROFIT CORPORATION OR P.A.

web entertainment international, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 5, 1999

EMPIRE

SUBJECT: WEB ENTERTAINMENT INTERNATIONAL, INC.
REF: W99000010530

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 7 states there will be 1 director(s), whereas 3 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document SpecialistFAX Aud. #: H99000010740
Letter Number: 999A00024494

49000010740

⑤

ARTICLES OF INCORPORATION

OF

WEB ENTERTAINMENT INTERNATIONAL, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

WEB ENTERTAINMENT INTERNATIONAL, INC.

ARTICLE II

Existence

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

PREPARED BY:

Manuel E. Cabeza, Esquire
338 Minorca Avenue
Coral Gables, Florida 33156
Phone (305) 444-7282
Florida Bar No.. 371165

49000010740

FILED
99 MAY -6 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7799000010740

ARTICLE IV

Authorized Capital

The corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

Address

The address of the principal office of the corporation, and its mailing address, is 338 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 338 Minorca Avenue, Coral Gables, Florida 33134. The name of the initial registered agent at such office is Manuel E. Cabeza, Esquire.

ARTICLE VII

Directors

The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have a three (3) directors. The name and address of the initial member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Julio J. Fernandez	338 Minorca Ave., Coral Gables, FL 33134
Steven Brimo	338 Minorca Ave., Coral Gables, FL 33134
Ly Lima	338 Minorca Ave., Coral Gables, FL 33134

ARTICLE VIII

Officers

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the

11990000 10740

shareholders. The names of the officers who are to serve until the first election are:

Julio J. Fernandez
Steven Brimo
Ly Lima

President
Secretary and Treasurer
Vice President

ARTICLE IX

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X

Incorporator

The name and address of the incorporator of the corporation is Manuel E. Cabeza, P.A., 338 Minorca Avenue, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of May, 1999.


Manuel E. Cabeza

499000010740

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.


Manuel E. Cabeza

FILED
99 MAY -6 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

499000010740