

LAW OFFICES OF  
**JENNIFER SARDIÑA, P.A.**  
255 UNIVERSITY DRIVE  
CORAL GABLES, FL 33134  
TEL: (305) 448-2297  
FAX: (305) 461-8642

P99000044084

May 11, 1999

Secretary of State  
Corporations Divisions  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Wanda Sampson

900002875379-17  
-05/14/99--01050--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Web Home Exchange LLC**

Dear Ms. Sampson:

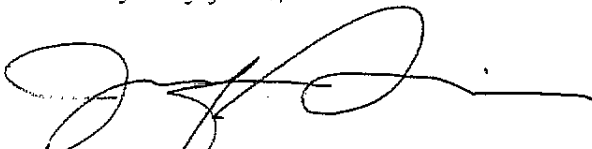
Enclosed please find the original Articles of Incorporation of Web Home Exchange, Inc. accompanied by my attorney's check in the amount of \$78.75 which covers the filing fee and the costs for a certified copy.

Per our discussion my client filed Articles of Dissolution for Web Home Exchange, LLC. the first week of May 1999 which should now be registered with the State. We have enclosed a courtesy copy of those Articles of Dissolution for your reference.

If you should have any questions please contact me at the number appearing above.

Thank you for your cooperation in this matter.

Very truly yours,



Jennifer Sardiña

Cc: Annabelle Agurcia

FILED  
99 MAY 14 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-14-99

ARTICLES OF INCORPORATION  
OF

WEB HOME EXCHANGE, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under laws of the State of Florida.

FILED  
99 MAY 14 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be WEB HOME EXCHANGE, INC. whose principal office and mailing address shall be at 1111 Brickell Bay Drive, Suite 1712, Miami, Florida 33131. The Board of Directors may from time to time move the principal office to another location in Florida.

ARTICLE II - DURATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any and all activities and/or transactions permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
1,000	Common	\$1.00

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

#### ARTICLE V - INCORPORATOR

The name and address of the incorporator of the corporation is Annabelle Agurcia, 1111 Brickell Bay Drive, Suite 1702, Miami, Fla 33131.

#### ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have directors as shall be determined by the bylaws, but shall not be less than one (1). The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial directors of this corporation are:

Annabelle Agurcia	1111 Brickell Bay Drive
	Suite 1702
	Miami, Fla 33131

#### ARTICLE VII - OFFICERS

The corporation shall have the officers as shall be determined by the bylaws or appointed by the board of directors in accordance with the bylaws of the corporation. The initial officers shall be as follows:

Office	Name	Address
President/Secy.	Annabelle Agurcia	1111 Brickell Bay Dr
		Suite 1702
		Miami, Fla 33131

#### ARTICLE VII - SHAREHOLDERS PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts.

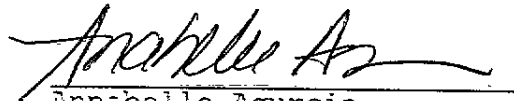
ARTICLE VIII - AMENDMENTS TO ARTICLES

These articles of incorporation may be amended in the manner provided by law.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 11 day of May, 1999.

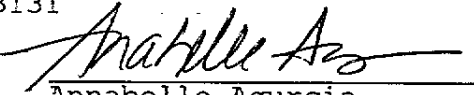
  
Annabelle Agurcia  
Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

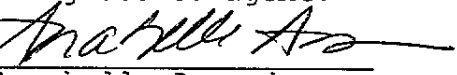
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **Web Home Exchange, Inc.**
2. The name and address of the registered agent and office is:

Annabelle Agurcia  
1111 Brickell Bay Drive  
Suite 1702  
Miami, Fla 33131

  
Annabelle Agurcia  
Date: 5-11-99

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:   
Annabelle Agurcia  
Date: 5-11-99

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99 MAY 14 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA