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+ BOARD CERTIFIED BUSINESS LITIGATION LAWYER
* BOARD CERTIFIED REAL ESTATE LAWYER
++ BOARD CERTIFIED MARITAL AND FAMILY LAWYER

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

June 3, 1999

Via Federal Express

JOHN R. TATUM
(1926-1995)

AMY R. REECK
(OF COUNSEL)

Re: 4 PAESANOS, INC.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced Corporation, with the Registered Agent Designation form attached. Also enclosed is a Check in the amount of \$122.50 to cover the filing fees as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>

Total..... \$ 122.50

Please return the Certified Copy of these Articles to this office together with the Certificate of Incorporation.

Thank you for your attention to this matter.

Very truly yours,

Christopher M. Trapani

CHRISTOPHER M. TRAPANI

CMT/ka
Enclosures

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R. CHESSEB

JUN 9 1999

ARTICLES OF INCORPORATION
OF
4 PAESANOS, INC.

99 JUN -4 AM 7:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

CORPORATION NAME

The name of this Corporation shall be 4 Paesanos, Inc., and the address of this Corporation shall be 1909 S.W. 67th Avenue, Pompano Beach, Florida 33068.

ARTICLE II

ADDRESS

The street address of this initial principal office and the mailing address of this Corporation shall be 1909 S.W. 67th Avenue, Pompano Beach, Broward County, Florida 33068.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to issue and have outstanding at any one time shall be One Hundred Thousand (100,000) shares of common stock of the par value of One (\$1.00) Dollar each. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase such shares of the stock of this Corporation as may be authorized and issued from time to time in accordance with the terms specifically set forth in the Shareholders' Agreement.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 200 East Las Olas Boulevard, Suite #1800, Fort Lauderdale, FL 33301, and the name of the initial registered agent of this Corporation at that address is Christopher M. Trapani.

ARTICLE VI

INCORPORATOR

The name and post office address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Christopher M. Trapani	2763 E. Abiaca Circle Davie, Florida 33328

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The names and addresses of the individuals who are to serve as Directors of this Corporation, and who, unless otherwise provided by the Bylaws of this Corporation, shall hold office and manage

the Corporation for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Christopher M. Trapani	2763 E. Abiaca Circle Davie, Florida 33328
Bruce Perrotta	1909 S.W. 67th Avenue Pompano Beach, Florida 33068
Eric Perrotta	6122 N.W. 1st Street Margate, Florida 33063
Samuel S. Trapani	8210 S.W. 6th Street N. Lauderdale, Florida 33068

ARTICLE VIII

NATURE AND PURPOSE OF BUSINESS

The general nature of business to be transacted by the Corporation and its objects and powers shall be as follows:

- A. To provide Internet Web page design and Internet hosting services.
- B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of this Corporation.
- C. To otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IX

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE X

DIRECTORS

The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one and not more than nine. A majority of the first Board of Directors named below shall have the power to approve and adopt the Bylaws of this Corporation until their successors are elected or appointed.

The qualifications, time and place of election and term of office of each Director shall be provided for in the Bylaws of the Corporation.

The officers of this Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other officers and agents as may be provided for by the Bylaws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such Bylaws.

The shareholders of this Corporation shall not be entitled to remove any director from office during his term without cause.

ARTICLE XI

DIRECTORS MEETINGS AND ACTIONS

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conferences as provided by law.

The directors of this Corporation may take action by written consent as provided by law.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS & OFFICERS

This Corporation shall indemnify any director or officer made a party to any action, suit or proceeding by or in the right of this Corporation to procure a judgment in its favor by reason of his being or having been a director or any officer of this Corporation, or a director or officer of any other corporation for which he served at the request of this Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defenses or settlement of such action, suit or proceeding, or in connection with any appeal thereof, except in relation to matters as to which such director or officer may be adjudged to have been guilty of negligence or malfeasance in the discharge of his duties to this Corporation.

This Corporation shall indemnify any director, officer, employee, or agent of this Corporation for all acts, and under all circumstances provided for in Florida Statute 607.0850, and upon determination by the Board of Directors, the Corporation shall provide insurance against loss to this Corporation for such indemnification as provided by such law.

ARTICLE XIII

DIRECTORS' LIABILITY

No director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of this Corporation, nor for action taken by the Board of Directors in reliance on reasonable ground or probable cause for believing that the Board is acting under the provisions of or in the manner authorized by the Articles of Incorporation or Bylaws. The defense of any legal, equitable

or other action taken by the Board of Directors shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or on behalf of the Corporation, and all expenses associated with such defense, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the director, the Corporation shall indemnify and save him harmless.

ARTICLE XIV

REIMBURSEMENT OF DIRECTORS

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a director, either individually or as director, shall result in a judgment, decree or decision in favor of the director, the Corporation shall be liable to and shall reimburse the director for all costs and expenses of the director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings, meetings and appeals of the disposition of all such actions.

ARTICLE XV

COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested in this Corporation, shall either be void or voidable

because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or © the contract is fair and reasonable to this Corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the Corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XVI

SHAREHOLDER ACTION

An affirmative vote of 3/4 of the issued and outstanding shares of the Corporation shall be required for any shareholder action.

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

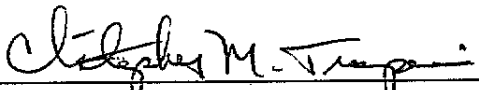
In compliance with the Florida Statutes, the following is submitted:

4 PAESANOS, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Christopher M. Trapani, located at 200 E. Las Olas Boulevard, Suite 1800, Fort Lauderdale, Florida 33301, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated 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 statutes relative to the proper and complete performance of my duties.

DATED this 3 day of June, 1999.


CHRISTOPHER M. TRAPANI
Registered Agent

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6/3/99

ARTICLE XVII

AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a regular or special shareholders' meeting, with not less than 3/4 vote of the issued and outstanding shares of the corporation.

I, the undersigned, being the original incorporator of the foregoing Corporation, do hereby certify that the foregoing constitute the Charter of the above Corporation.

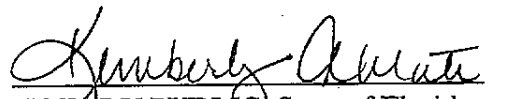
WITNESS my hand and seal this 3 day of June, 1999.


CHRISTOPHER M. TRAPANI

FILED
99 JUN -4 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 3rd day of June, 1999, by Christopher M. Trapani, who is personally known to me and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.


NOTARY PUBLIC, State of Florida
Printed Name: Kimberly ABBATE

My commission expires:

