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

June 14, 1999

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-06/21/99--01089--001
*****70.00 *****70.00

RE: ModusWeb, Inc.

Dear Sirs,

Enclosed please find the original and one copy of the Articles of incorporation, including the designation of and acceptance by the registered agent, together with my check for \$70.00 for filing same.

Thank you for your prompt attention to these matters. Please return the letter of acknowledgement (copy of Articles) to:

ModusWeb, Inc.
4775 MARSH HAMMOCK DR. E.
JACKSONVILLE, FL 32224
(904) 223-6753

Sincerely,



TOUFIC M. HAKIM
President

Enclosures

M 6/23/99
Jm

FILED
99 JUN 21 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
ModusWeb, Inc.**

The undersigned incorporator, for the purpose of forming a professional corporation pursuant to the provisions of Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: ModusWeb, Inc. The principal place of business of this corporation shall be: 4775 MARSH HAMMOCK DR. E., JACKSONVILLE, FL 32224.

ARTICLE II NATURE OF BUSINESS

The specific nature of business shall be to seek to establish a business presence on the worldwide web by sponsoring a series of service-based web sites. This shall not restrict the corporation from transacting any and all lawful business.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names and addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected are:

TOUFIC M. HAKIM
30 TEABERRY LANE, NEWTOWN, PA 18940

RALPH HADDAD
4775 MARSH HAMMOCK DR. E., JACKSONVILLE, FL 32224

ARTICLE VI INCORPORATOR

The name and street address of the incorporator signing these articles of incorporation

TOUFIC M. HAKIM
30 TEABERRY LANE, NEWTOWN, PA 18940

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 15th day of June 1999.


ModusWeb, INC., PRESIDENT

State of Pennsylvania
County of Bucks

The foregoing instrument was acknowledged and sworn to before me this 15th day of June 1999 by TOUFIC M. HAKIM of ModusWeb, Inc.


Notary Public

My Commission Expires:

NOTARIAL SEAL
Michael K. McGoniston, Notary Public
Newtown Twp., Bucks County
My Commission Expires Feb. 3, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, 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 ModusWeb, Inc.
2. The name and address of the registered agent and office is:
RALPH HADDAD
4775 MARSH HAMMOCK DR. E.
JACKSONVILLE, FL 32224

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TALLAHASSEE, FLORIDA

SIGNATURE

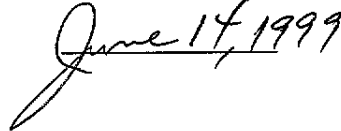


Corporate Officer

TITLE



DATE



Having been named to accept service of process for the above stated corporation, at the 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 and obligations of section 607.325 of the Florida Statutes.

SIGNATURE



Registered Agent

DATE

