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Katherine Harris, Secretary of State

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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
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**SAFETWEB, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION OF
SAFETWEB, INC.

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida General Corporation Act, as amended.

ARTICLE I - NAME OF THE CORPORATION

The name of the corporation shall be: Safetweb, Inc.

ARTICLE II - PURPOSE OF THE CORPORATION

The corporation is organized for any and all legal purposes under Florida Statutes.

ARTICLE III - ADDRESS OF THE CORPORATION

The principal mailing office of the corporation shall be: 1649 Forum Place, Suite 12, West Palm Beach, Florida 33401.

ARTICLE IV - SHARES

The corporation shall be authorized to issue ten thousand (10,000) shares of common voting stock each of which with a par value of one and no/100 dollars (US \$1.00).

ARTICLE V - REGISTERED AGENT AND OFFICE

The initial registered agent and registered office of the corporation shall be: John T. Paxman, Esq., 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

Prepared by:

John T. Paxman
1601 Forum Place, Suite 801
W. Palm Beach, FL 33401
(561)712-8700
FBN 867039

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TALLAHASSEE, FLORIDA

ARTICLE VI - INCORPORATORS

The incorporator of this corporation and his address is as follows: John T. Paxman, Esquire, 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

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ARTICLE VII - DIRECTORS

The initial board of directors shall consist of the following individuals: Paul Goldberg and Marvin Maltz.

ARTICLE VIII - DATE OF EXISTENCE

The date when the corporate existence for this corporation shall begin shall be the date of the filing of these articles of incorporation.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the Shareholders. Bylaws shall be adopted, amended or repealed as provided therein.

This July 20, 1999.

By: 
John T. Payman
Incorporator

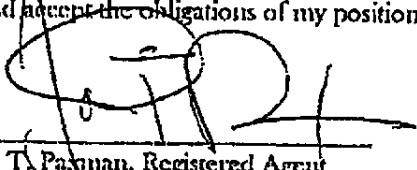
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §§ 607.0501 or 617.0501, 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: Safetweb, Inc..
2. The name and address of the registered agent and office is: John T. Paxman, 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

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.


John T. Paxman, Registered Agent
Date: July 20, 1999

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