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PETER R. LASH, ESQ.
1001 Brickell Bay Drive, #1604
Miami, FL 33131
305-536-1144

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 2, 1999

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

Re: Filing of WEBIPA, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for WEBIPA, Inc. and a check for \$78.75 to cover the filing fee, the registered agent fee and the certified copy fee.

Sincerely,

Peter Lash
Peter Lash, Esq.

Peter Lash GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art. I*
DATE *8/10/99*
DOC. EXAM *Doris Brown*

D BROWN AUG 10 1999

ARTICLES OF INCORPORATION OF

WEBIPA, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name and principal address of this corporation shall be:

WEBIPA, INC.
1001 Brickell Bay Drive, Suite 1604
Miami, FL 33131

The name of the initial Registered Agent at that address is; Peter Lash, Esq.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1000 shares of Common Stock having a par value of \$0.01 share.

ARTICLE IV

TERMS OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have (2) directors initially. The number of directors may be

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increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VI

DIRECTORS - NAMES AND STREET ADDRESSES

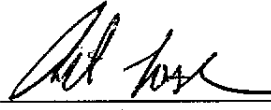
The name and street address of the initial member of the first Board of Directors who shall hold office until his successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Eugene C. Gordon	1001 Brickell Bay Drive, Suite 1604 Miami, FL 33131
Peter R. Lash	1001 Brickell Bay Drive, Suite 1604 Miami, FL 33131

ARTICLE VII

The name of the Incorporator is Peter Lash and the address of the Incorporator is 1001 Brickell Bay Drive, Suite 1604, Miami, FL 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to Florida Statutes, Sec. 617, has signed these Articles of Incorporation this 2nd day of August, 1999.


Peter Lash, Esq. - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of WEBIPA, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Sec. 617.


Peter Lash, Esq. - Registered Agent

Dated: 8/2, 1999

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