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Florida Department of State

Division of Corporations
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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

FLORIDA PROFIT CORPORATION OR P.A.

WEB2FLY, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 30, 1999

EMPIRE

SUBJECT: WEB2FLY, INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ON THE CERTIFICATE PAGE YOU NEED TO REMOVE LORENA F. MARANI SIGNATURE BECAUSE SHE HAS ALREADY SIGNED AS THE INCORPORATOR AND IF SHE IS NOT THE REGISTERED AGENT.

If you have any further questions concerning your document, please call (850) 487-6067.

Naysa Culligan
Document Specialist

FAX Aud. #: H99000030307
Letter Number: 699A00056614

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ARTICLES OF INCORPORATION

OF

WEB2FLY, INC.

ARTICLE I - NAME

The name of the corporation is WEB2FLY, INC. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, and to act as general partner in any one or more limited partnerships in the State of Florida and in all other States and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

THIS INSTRUMENT PREPARED BY:

LEONARDO F. BRITO P.A.
NationsBank Tower
100 SE 2nd Street
Suite 3850
Miami, Florida 33131
Florida Bar # 0615730
(305) 373-5411

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C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000,000 shares of Common Stock, par value \$.01 per share.

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ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is NationsBank Tower, 100 SE 2nd Street, Suite 3850, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Leonardo F. Brito, P.A..

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 210 NE 172nd Street, #323, Sunny Isles, Florida 33160.

ARTICLE VI - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than ONE HUNDRED DOLLARS AND NO CENTS (\$100.00)

ARTICLE VII

This corporation is to exist perpetually.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation shall have no less than 1 and no more than 10 directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than 1. The Corporation shall have 1 director initially in the capacity indicated below, and his name and address is as follows: Lorena Flavia Marani, President, 210 NE 172nd Street, Sunny Isles, Miami Beach, Florida 33160, Andres Leonardo Pollicini, Vice President, 210 NE 172nd Street, Sunny Isles, Miami Beach, Florida 33160, Eduardo Hidalgo, Treasurer, Junin 2045, San Fernando, 1646 Buenos Aires Argentina,

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Luis Vicente Pollicini, Secretary, Nuestra Señora de la Merced 4045, Caseros, Buenos Aires,
1678, Argentina.

ARTICLE IX-INDEMNIFICATION OF OFFICERS AND DIRECTORS.

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Lorena Flavia Marani, 210 NE 172nd Street, Sunny Isles, Florida 33160.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

Every Amendment shall be approved by the Board of Directors , proposed by them to the

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Stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 24 day of November, 1999.



Name: Lorena Flavia Marani
Incorporator

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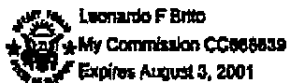
STATE OF FLORIDA)
 SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this 24 day of November, 1999,
personally appeared Lorena Flavia Marani known to me to be the person who executed the
foregoing Articles of Incorporation of WEB2FLY, INC., and acknowledged before me that she
executed the same for the purposes herein expressed, and who is personally known to me or who
has produced Argentinian Passport as identification, and did take
an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 24
day of November _____, 1999.


NOTARY PUBLIC

My Commission Expires:



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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.

LEONARDO F. BRITO, P.A.

SIGNATURE:

BY: LEONARDO F. BRITO, PRESIDENT

DATE: 

Leo\1999\Alexander\articles of inc.

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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 SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST - THAT WEB2FLY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT CITY
OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED LEONARDO F. BRITO,
P.A. OF NATIONSBANK TOWER, 100 SE 2ND STREET, SUITE 3850, MIAMI, COUNTY OF
DADE, STATE OF FLORIDA, 33131, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE:

Name: LEONARDO F. BRITO

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