

WHILE ATTENDING A RADIOLOGY DEMONSTRATION, HIGH SCHOOL STUDENT PETER PARKER WAS BITTEN BY A RADIOACTIVE SPIDER AND GAINED THE SPIDER'S POWERS! NOW HE IS TRAINING WITH THE SUPER-SPY ORGANIZATION CALLED S.H.I.E.L.D. TO BECOME THE...



Doctor Octopus and his new bestie Arnim Zola conquered S.H.I.E.L.D. and tricked out the Tricarrier, but the Web-Warriors were able to turn the tables on them and launch their new "Hydra Island" into space. Unfortunately, S.H.I.E.L.D.'s fearless leader, Nick Fury, was injured in the siege, and had to be transported to safety by Nova. The problem is that no one has seen or heard from either one of them since. And with every passing day, we're growing more and more worried...

"FORCE OF NATURE"

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NICK FURY
IS STILL
MISSING.

ME AND THE WEB-
WARRIORS LOOKED FOR
HIM EVERYWHERE WE COULD
THINK OF EVER SINCE HE
DISAPPEARED WITH NOVA
DURING THE HYDRA
ATTACK ON S.H.I.E.L.D.*

THEN TODAY, OUT OF
THE BLUE, WE GOT A
GOT A **DISTRESS CALL**
FROM THIS ABANDONED
SHOPPING MALL--

*SEE ISSUE #2.

--WHICH APPARENTLY
IS NOW A SECRET
S.H.I.E.L.D. BASE!

THINGS SURE HAVE
CHANGED SINCE AUNT
MAY AND UNCLE BEN
TOOK ME HERE FOR
CORNDOGS WHEN I
WAS A KID.

THE MALL
DIRECTORY DIDN'T
SAY ANYTHING ABOUT
A HIGH-TECH, **SECRET**
SUBBASEMENT.
GO FIGURE.

THIS
DOOR'S
VACUUM
SEALED. WE'LL
NEVER FORCE
IT OPEN.

CLANG!

LEAVE
THAT TO
ME, IRON
SPIDER--

--BEING THE
SUBSTITUTE
TEACHER IN FURY'S
ABSENCE HAS ITS
PRIVILEGES.

BOOET!



WHY DOES HE GET TO BE IN CHARGE WHILE NICK FURY IS AWAY, MILES?

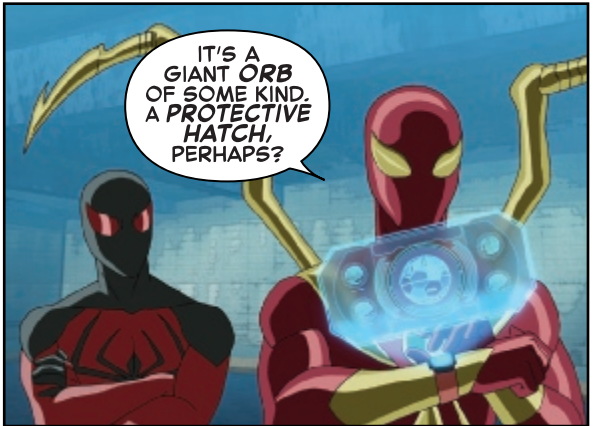
A) I CAN HEAR YOU, SCARLET. B) WHO ELSE IS GONNA DO THE JOB? YOU? WE'VE NEVER EVEN SEEN YOU WITHOUT YOUR MASK--HOW CAN YOU EXPECT US TO TRUST YOU?



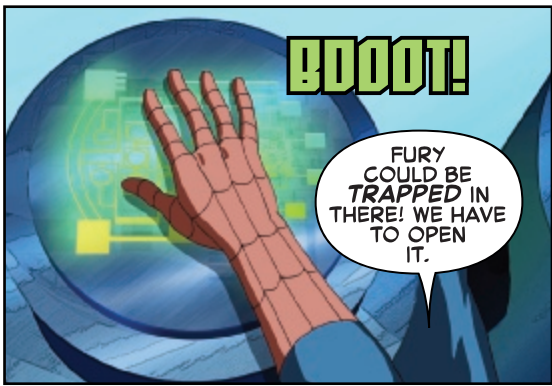
AND C) THERE ARE A TON OF THINGS I'D RATHER DO THAN HAVE THIS DEMANDING JOB--I HAVEN'T TALKED TO AUNT MAY IN DAYS.

BUT WITH GREAT POWER COMES GREAT RESPONSIBILITY.

WHAT IS THIS THING?



IT'S A GIANT ORB OF SOME KIND. A PROTECTIVE HATCH, PERHAPS?



BOOOT!

FURY COULD BE TRAPPED IN THERE! WE HAVE TO OPEN IT.



WRRRR!



WE CAN'T BE SURE OF WHAT TO EXPECT IN HERE, SO BE READY FOR ANYTHING!

