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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

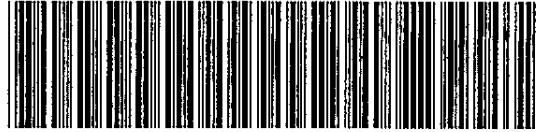
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O. Robert Wallace
Board Certified Civil Trial Lawyer

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(813) 258-4232

Kerry H. Brown
Of Counsel

Fax
(813) 254-5496

December 7, 2004


Registration Section
Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: WORLDWIDE CHARTERS, II, L.L.C.

To Whom It May Concern:

Enclosed please find the executed documents and filing fees to register the
aforementioned corporation. If you have any questions, please do not hesitate to contact
me at (813) 258-4232.

Respectfully,



KERRY H. BROWN
KHB/hs
cc: client.

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WORLDWIDE CHARTERS, INC. II D/B/A WORLDWIDE CHARTERS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

SCOTT SMITH
(Name of Person)
WORLDWIDE CHARTERS, INC. II
(Firm/Company)
81 WELLAND AVE.
(Address)
ST. CATHARINES, ONTARIO, CANADA L2R 2N2
(City/State and Zip code)

For further information concerning this matter, please call:

DIANA PANTER at (905) 684-1100
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA.

1. WORLDWIDE CHARTERS, INC. II
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE 3. 58-22-36509
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 16, 2003 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 81 WELLAND AVE., ST. CATHARINES, ONTARIO, CANADA L2R 2N2
(Principal office address)

81 WELLAND AVE., ST. CATHARINES, ONTARIO, CANADA L2R 2N2
(Current mailing address)

8. COMMERCIAL TRANSACTIONS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: KERRY H. BROWN, ESQ.

Office Address: 311 S. BREVARD AVE.

TAMPA, Florida 33606
(City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Handwritten signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: 33606

Address: _____

Vice Chairman: _____

Address: _____

Director: SCOTT SMITH

Address: 81 WELLAND AVE., ST. CATHARINES, ONTARIO, CANADA L2R 2N2

Director: KEN SMITH

Address: 81 WELLAND AVE., ST. CATHARINES, ONTARIO, CANADA L2R 2N2

B. OFFICERS

President: SCOTT SMITH

Address: 734 LAKE STREET

ST. CATHARINES, ONTARIO, CANADA L2N 4J5

Vice President: N/A

Address: _____

Secretary: KEN SMITH

Address: 81 WELLAND AVE., ST. CATHARINES, ONTARIO, CANADA L2R 2N2

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. _____

SCOTT SMITH, PRESIDENT
(Typed or printed name and capacity of person signing application)

Delaware

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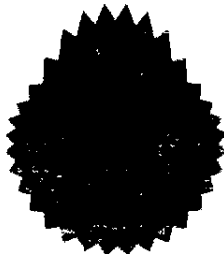
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WORLDWIDE CHARTERS, INC. II" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WORLDWIDE CHARTERS, INC. II" WAS INCORPORATED ON THE SIXTEENTH DAY OF JANUARY, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3615183 8300

AUTHENTICATION: 3393869

040720573

DATE: 10-05-04