

P94000050410

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(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC 12 PM 4:00

FILED

Merger
(10)

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WORLD AM COMMUNICATIONS, INC., a Nevada corporation.

INTO

WORLD-AM COMMUNICATIONS, INC., a Florida entity, P94000050410.

File date: December 12, 2002

Corporate Specialist: Irene Albritton

MARC R. TOW
& Associates
LAWYERS

January 10, 2003

Via DHL Overnight

Irene Albritton, Document Specialist
Department of State, Florida
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

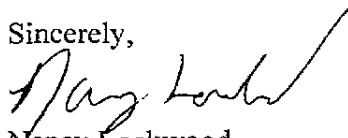
FILED
02 DEC 12 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: World Am Communications, Inc.

Dear Ms. Albritton:

Pursuant to your letter dated January 10, 2003, enclosed please find the Plan of Merger for the above entitled Company. Please proceed with the filing of the Articles of Merger. If you require any additional information, please contact me directly. I appreciate your help in this matter.

Sincerely,



Nancy Lockwood
Paralegal

:nl

enclosure



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 10, 2003

MARC R. TOW & ASSOCIATES, INC.
% NANCY LOCKWOOD
3900 BIRCH ST., STE. 113
NEWPORT BEACH, FL 92660

SUBJECT: WORLD-AM COMMUNICATIONS, INC.
Ref. Number: P94000050410

*As per Nancy Lockwood
Hold on to original Document*

We have received your document for WORLD-AM COMMUNICATIONS, INC. and your check(s) totaling \$43.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.25.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 603A00001438

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Zero
copy
of
mergi
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on 1/16*

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jursidiction</u>
World Am Communications, Inc.	Nevada

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jursidiction</u>
World Am Communications, Inc.	Nevada
World Am Communications, Inc.	Florida

Third: The Plan of Merger is on file at the place of business of World Am Communications, Inc., located at 1400 West 122nd Ave., Suite 104, Westminster, CO 80234.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

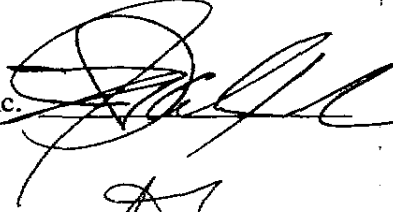
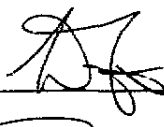
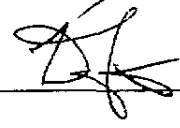
Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 6, 2002.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 6, 2002.

SIGNATURES ON NEXT PAGE

FILED
02 DEC 12 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name Individual & Title</u>
World Am Communications, Inc. (Florida)		James H. Alexander, President
World Am Communications, Inc. (Florida)		David E. Forbes, Secretary
World Am Communications, Inc. (Nevada)		James H. Alexander, President
World Am Communications, Inc. (Nevada)		David E. Forbes, Secretary

PLAN OF MERGER
(No Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
World Am Communications, Inc.	Nevada

Second: The name and jurisdiction of each merging corporation:

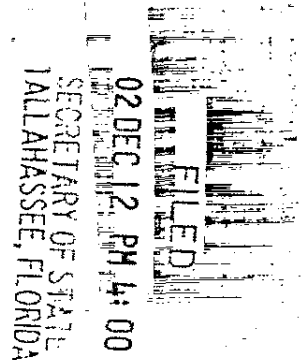
World Am Communications, Inc.	Florida
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Third: The terms and conditions of the merger are as follows:

The corporations have entered into this Plan of Merger for the sole purpose of redomiciling the corporation into the State of Nevada.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each of the shares of Common Stock, Class A Preferred Stock, and Class B Preferred Stock, par value of \$0.0001 per share, of World Am Florida that are outstanding on the Merger Date ("World Am Florida Stock"), and all rights shall upon the Merger Date be converted into one share of Common Stock, Class A Preferred Stock, or Class B Preferred Stock, par value \$0.0001 per share of World Am Nevada ("World Am Nevada Stock"). At any time and from time to time after the Merger Date, each holder of an outstanding certificate or certificates representing shares of World Am Florida Stock shall be entitled, upon the surrender of the certificate or certificates at the office of an transfer agent of World Am Nevada to be designated by the Board of Directors of World Am Nevada to receive in exchange a certificate or certificates representing the number of shares of World Am Nevada Stock into which the shares of World Am Florida Stock represented by the certificate or certificates surrendered shall have been converted. No dividend shall be paid by World Am Nevada to the holders of outstanding certificates expressed to represent shares of World Am Florida Stock, but, upon surrender and



exchange as provided, there shall be paid to the record holder of the certificate or certificates for World Am Nevada Stock issued in exchange therefore an amount with respect to each such share of World Am Nevada Stock equal to all dividends which shall have been paid or become payable to holders of record of World Am Nevada Stock between the Merger Date and the date of exchange.

Articles of incorporation, with Amendments of the surviving corporation are attached hereto as Exhibit "A."

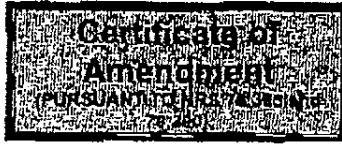
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Marc R Tow

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FILED # C 16919-02

DEAN HELLER
Secretary of State202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708

Officer Use Only:

DEC 20 2002

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing form.

**Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)
- Remit in Duplicate -**

1. Name of corporation: World Am Communications, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

Article IV - Shares of StockA. Common Stock. The corporation is authorized to issue 800,000,000 shares of Common Stock having \$0.0001 par value.B. Class A Preferred Stock. The corporation is authorized to issue 40,000,000 shares of Class A Preferred Stockhaving \$0.0001 par value.C. Class B Preferred Stock. The corporation is authorized to issue 40,000,000 shares of Class B Preferred Stockhaving \$0.0001 par value.3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 81,410,995 *

4. Officer Signature (Required):

James H. Alexander, President

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and remit the proper fees may cause this filing to be rejected.



DEAN HELLER
Secretary of State

202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708



Office Use Only:

FILED # C16919-02

AUG 30 2002

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing form.

**Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.380 - Before Issuance of Stock)
- Remit in Duplicate -**

1. Name of corporation: World Am Communications, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

Article IV - Shares of Stock

A. Common Stock. The corporation is authorized to issue 500,000,000 shares of Common Stock having \$0.0001 par value.

B. Class A Preferred Stock. The corporation is authorized to issue 40,000,000 shares of Class A Preferred Stock having \$0.0001 par value.

C. Class B Preferred Stock. The corporation is authorized to issue 40,000,000 shares of Class B Preferred Stock having \$0.0001 par value.

3. The undersigned declare that they constitute at least two-thirds of the incorporators (check) , or of the board of directors (check) x .

4. The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued.

5. Signatures:

Signature

Signature

IMPORTANT: Failure to include any of the above information and remit the proper fees may cause this filing to be rejected.

FILED 96919-2002

ARTICLES OF INCORPORATION
OF
WORLD AM COMMUNICATIONS, INC.

JUL 05 2002

NOTARY PUBLIC
STATE OF NEVADA
COMM. EXPIRING 07/05/04

The undersigned Incorporator is authorized to prepare and file the following Articles of Incorporation under the provisions of Chapter 78 of the Nevada Revised Statutes.

ARTICLE I
Name

The name of the Corporation is World Am Communications, Inc.

ARTICLE II
Purpose

The corporation is organized for the purpose of engaging in any lawful act or activity, within or without the State of Nevada, for which a corporation may be organized under the General Corporation Laws of the State of Nevada.

ARTICLE III
Resident Agent and Registered Office

A. Resident Agent. The name and address of the Resident Agent for service of process is State Agent and Transfer Syndicate, Inc., 202 North Curry Street, Suite 100, Carson City, Nevada 89703-4121.

B. Registered Office. The address of its Registered Office is 202 North Curry Street, Suite 100, Carson City, Nevada 89703-4121.

C. Other Offices. The Corporation may also maintain offices for the transaction of any business at such other places within or without the State of Nevada as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of directors and stockholders may be held outside the State of Nevada with the same effect as if held in the State of Nevada.

ARTICLE IV
Shares of Stock

A. Number and Class of Shares. The corporation is authorized to issue 500,000,000 shares of capital stock having \$0.0001 par value. All of the shares of stock shall be designated Common Stock, without preference or distinction.

B. Assessment of Shares. The capital stock of the Corporation, after the amount of the par value has been paid, is not subject to assessment to pay the debts of the Corporation and no stock issued as fully paid up may ever be assessed, and the Articles of Incorporation cannot be amended in this respect.

ARTICLE V
Directors

The members of the governing board of the Corporation are designated as Directors. The initial Board of Directors shall consist of one (1) member. The name and post office box or street address, either residence or business, of the sole member of the initial Board of Directors is as follows:

NAME	ADDRESS
James H. Alexander	1400 W. 122 nd Ave. Ste. 104 Westminster, CO. 80234

The sole member of the initial Board of Directors will serve as the sole Director until the first meeting of the shareholders, or until his or her respective successor is elected and qualified. Thereafter, the number of directors, whether a fixed number of directors or a variable number of directors with a fixed minimum and maximum number, and the manner in which the directors may be increased or decreased, shall be as provided in the bylaws of the Corporation.

ARTICLE VI
Directors' and Officers' Liability

A. Elimination of Liability. A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, excepting only (1) acts or omissions which involve intentional misconduct, fraud, or a knowing violation of law, or (2) the payment of dividends in violation of NRS 78.288, but liability shall otherwise be eliminated or limited to the

fullest extent permitted by Nevada law as it may allow from time to time.

B. Mandatory Indemnification. The Corporation shall indemnify the officers and directors of the Corporation to the fullest extent permitted by Nevada law as the same exists or may hereafter be amended.

C. Mandatory Payment of Expenses. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the corporation.

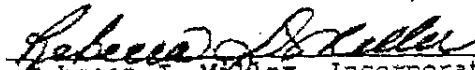
D. Effect of Amendment or Repeal. Except as provided in Article IV, Section B, this corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or its Bylaws. However, any amendment to or repeal of any of the provisions in this Article VI shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any act or omission of such director or officer occurring prior to such amendment or repeal.

ARTICLE VII Incorporator

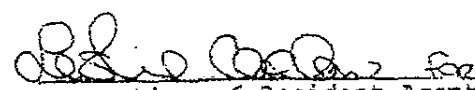
The name and post office address of the incorporator authorized to form this corporation is as follows:

Attorneys Corporation Service, Inc.
3021 West Magnolia Blvd.
Burbank, CA. 91505

DATED: July 5, 2002


Rebecca J. Myler, Incorporator
(for Attorneys Corporation Service, Inc.)

Acceptance of Resident Agent: State Agent and Transfer Syndicate, Inc. hereby accepts the appointment as Resident Agent.


Representative of Resident Agent
State Agent and Transfer Syndicate, Inc.

07.05.02
Date