

Capital Connection, Inc.
 410 E. Virginia Street, Tallahassee, FL 32301 (904) 241-1100
 Mailing Address: P.O. Box 109, Tallahassee, FL 32302
 TOLL FREE 1-800-342-8868
 FAX (904) 222-1100

NE: *Not Under Dispute* *10/10/95*

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.O. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
O U S -		
Fictitious Name File		
Name Reservation	583832835815	2
Annual Report/Reinstatement	-12/23/95 01013-006	
Reg. Agent Service	***122.50 ***122.50	
Document Filing		
Corporate KH		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED
 DATE 12/23 _____
 TIME _____ CK No. _____
 BY _____

WALK-IN 9:00 *[Signature]*
 Will Pick Up

96 DEC 23 PM 1:53
 RECEIVED
 DIVISION OF CORPORATION
 TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 15, 1996

WILLIAM L. DAILY
%WORLDWIDE DIGITAL COMMUNICATIONS CORP.
245 N OCEAN BLVD.
DEERFIELD BEACH, FL 33441

SUBJECT: WORLDWIDE DIGITAL COMMUNICATIONS CORP.
Ref. Number: W96000021896

We have received your document for **WORLDWIDE DIGITAL COMMUNICATIONS CORP.** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **DOCUMENT SPECIALIST** indicated.

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 (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 196A00047252

AFFIDAVIT OF DANIEL L. DAILEY
INITIAL DIRECTOR OF
WORLDWIDE DIGITAL COMMUNICATIONS, INC.

BEFORE ME, the undersigned authority, personally appeared DANIEL L. DAILEY, who, after being duly sworn under oath, deposes and states as follows:

1. My name is Daniel L. Dailey and I am over the age of 18 years and I am competent to make this Affidavit.
2. I make this Affidavit on my own personal knowledge.
3. I am the initial director of Worldwide Digital Communications, Inc., a Florida corporation.
4. The Corporation was dissolved on December ____, 1996.
5. Pursuant to Florida Statute § 607.1405(4), the Corporation authorizes the use of its name by Worldwide Digital Communications Corp., a Delaware corporation, for its use in transacting business in Florida.

FURTHER AFFIANT SAYETH NAUGHT.



DANIEL L. DAILEY, Initial Director

STATE OF FLORIDA)
) SS
COUNTY OF DALE)

The foregoing instrument was acknowledged before me this 3rd day of December, 1996, by DANIEL L. DAILEY, as Initial Director of Worldwide Digital Communications, Inc., who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



Notary Public, Commission No. _____



Lena Arnett
MY COMMISSION # 00574909 EXPIRES
September 8, 2000
FORGED THRU TRU-TRUST INSURANCE, INC.

Name of Notary typed, printed or stamped

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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

1. WORLDWIDE DIGITAL COMMUNICATIONS CORP.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. 65-0695395
(FBI number, if applicable)
4. 8-7-96
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NONE
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 245 N. OCEAN BOULEVARD
DEERFIELD BEACH, FL 33441
(Current mailing address)
8. TO PRODUCE TV PROGRAMS AND TO BE AN INTERNET SERVICE PROVIDER
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: DANIEL L. DAILEY
Office Address: 245 N. OCEAN BOULEVARD
DEERFIELD BEACH, Florida, 33441
(Zip Code)

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.

D. Dailey
(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.

FILED
95 DEC 23 PM 1:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: WILLIAM L. DAILEY

Address: 2851 S. OCEAN BOULEVARD #2B
BOCA RATON, FL 33432

Vice Chairman: DANIEL L. DAILEY

Address: 1580 SE 6TH STREET
DEERFIELD BEACH, FL 33441

Director: JEFFREY ROSENFELD

Address: 125 NW 100TH TERRACE
MIAMI SHORES, FL 33150

Director: MATTHEW HAYNES

Address: 6707 CALLE DEL PAZ SOUTH
BOCA RATON, FL 33433

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: MATTHEW HAYNES

Address: 6707 CALLE DEL PAZ SOUTH
BOCA RATON, FL 33433

Vice President: LAURA BAILEY-HOLLANDER

Address: 9538 BOCA RIVER CIRCLE
BOCA RATON, FL 33434

Secretary: WILLIAM L. DAILEY

Address: 2851 S. OCEAN BOULEVARD #2B
BOCA RATON, FL 33432

Treasurer: WILLIAM L. DAILEY

Address: 2851 S. OCEAN BOULEVARD #2B
BOCA RATON, FL 33432

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

13. William L. Dailey
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

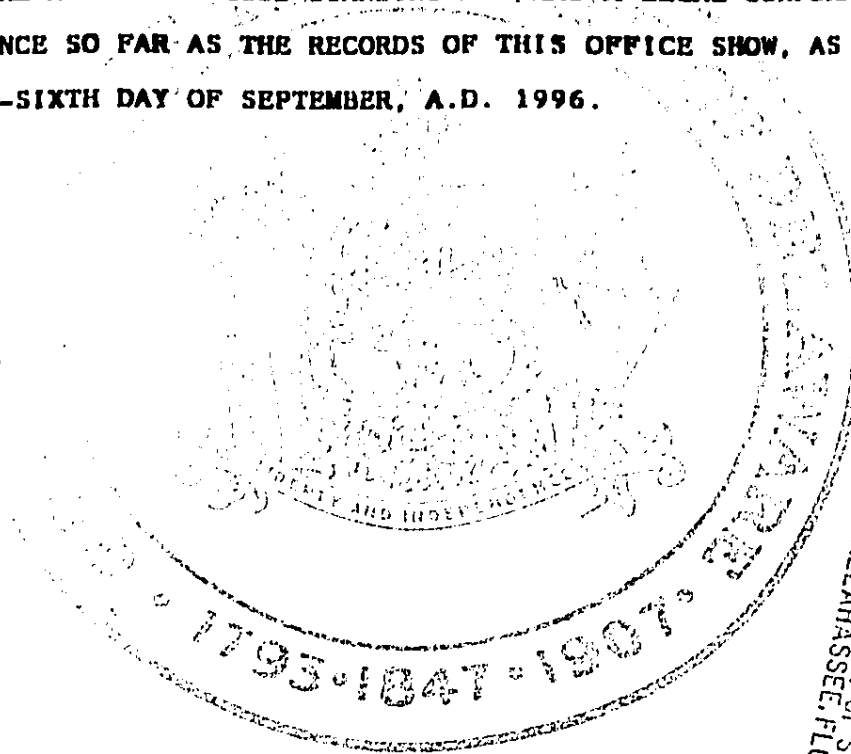
14. WILLIAM L. DAILEY CHAIRMAN-SEC'Y-TRES.
(Typed or printed name and capacity of person signing application)

95 DEC 28 PM 1:53
FILED
MILWAUKEE, ILL.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WORLDWIDE DIGITAL COMMUNICATIONS CORP." 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 TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1996.



FILED
96 DEC 23 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2650177 8300

960275774

8122064

09-26-96