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Reply to:

St. Petersburg

January 30, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002418671--9
-02/02/98--01079--003
****293.75 ****293.75

Subject: World Wide Distribution Services, L.C.

Dear Madam/Sir:

Enclosed is an original and one (1) copy of Articles of Organization for filing with an effective date of January 30, 1998. Also enclosed is an Affidavit of Membership and Contribution and Certificate of Designation of Registered Agent/Registered Office.

Also enclosed is a check in the amount of \$293.75 for the following:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent
\$ 8.75 Certificate of Status

Please send the letter of acknowledgement to the undersigned.

Name *Howard P. Ross*
Availability *OK*

Document *Howard P. Ross*
Examiner *Howard P. Ross*

Updater *HPR:brs DCC*
Enclosures

Updater via Airborne Express Overnight Mail
Verifier

Acknowledge sent *OK*

W. P. Verifier *OK*

EFFECTIVE DATE

1/30/98

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**ARTICLES OF ORGANIZATION
FOR
WORLD WIDE DISTRIBUTION SERVICES, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is **WORLD WIDE DISTRIBUTION SERVICES, L.C.**

**ARTICLE II
DURATION**

The period of duration for the Limited Liability Company shall be fifty (50) years from the date of filing of the Articles of Organization with the Secretary of State of Florida.

**ARTICLE III
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 21947 U.S. Highway 19 North, Clearwater, Florida 33765.

**ARTICLE IV
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent is the State of Florida is **THOMAS M. RUNZO**, 21947 U.S. Highway 19 North, Clearwater, Florida 33765.

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

The members reserve the right to admit additional members on the terms and considerations contained in the regulations.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The rights of the remaining members of the Limited Liability Company to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence

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DIVISION OF CORPORATIONS
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of any other event which terminates the continued membership in the Limited Liability Company shall be as provided for in the regulations.

ARTICLE VII MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is **THOMAS M. RUNZO**, 21947 U.S. Highway 19 North, Clearwater, Florida 33765, who shall serve until this successor is elected and qualifies.

ARTICLE VIII PURPOSE

The purpose for which this Limited Liability Company is organized is to engage in and do any lawful act concerning any or all lawful businesses for which Limited Liability Companies may be organized according to the laws of Florida.

ARTICLE IX LIABILITIES OF MEMBERS AND MANAGER

Pursuant to s. 608.436, Florida Statutes (1997), neither the members of the Limited Liability Company nor its manager are liable under a judgment, decree, or order of court, or in any other manner, for a debt, obligation, or liability of the Limited Liability Company, except as provided in Chapter 608, Florida Statutes (1997).

ARTICLE X EMERGENCY REGULATION

The manager may adopt emergency regulations as provided for in s. 608.423(2)-(5), Florida Statutes.


**ARTICLE XI
RESTRICTIONS ON TRANSFER**

Restrictions on the transfer of any class or series of ownership interest or other Limited Liability Company securities, any preferences, limitations and relative rights of any class or classes of shares or series of shares, if any, shall be as provided in the regulations.

**ARTICLE XII
EFFECTIVE DATE**

The effective date of the existence of this limited liability company is January 30, 1998.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has hereunto set his hand and seal this 30 day JANUARY, 1998.


THOMAS M. RUNZO, authorized
representative of a member

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in Article IV above, 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 relating to the proper and complete performance of our duties, and I am familiar with and accept the obligations of our position as registered agent.


THOMAS M. RUNZO

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DIVISION OF CORPORATIONS
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[Articles Of Organization of World Wide Distribution Services, L.C.]

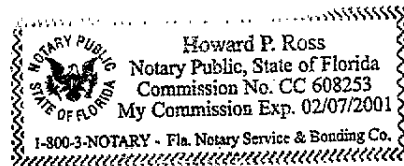
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30
day of JANUARY, 1998, by **THOMAS M. RUNZO**, who is personally
known to me or has produced DRIVER'S LICENSE R520-833-62-344-0
_____ as identification.

Howard P. Ross
Signature of Person Taking
Acknowledgement

HOWARD P. ROSS
Name of Acknowledger Typed,
Printed or Stamped

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
WORLD WIDE DISTRIBUTION SERVICES, L.C., a Florida Limited Liability
Company, deposes and says:

- 1) the above named limited liability company
has at least two members
- 2) the total amount of cash contributed \$1,000.00
by the members is
- 3) if any, the agreed value of property other \$0.00
than cash contributed by members is
A description of the property is attached
and made a part hereto.
- 4) the amount of cash or property anticipated \$10,000.00
to be contributed by members is
- 5) the total amount of 2, 3, and 4 is \$11,000.00

Thomas M. Runzo
THOMAS M. RUNZO, authorized representative
of a member

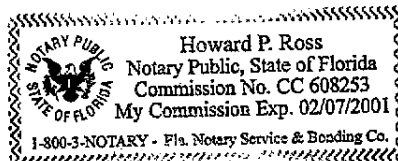
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the
facts stated herein are true.)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30
day of JANUARY, 1998, by **THOMAS R. RUNZO**, authorized
representative of a member, who is personally known to me or has
produced DRIVERS LICENSE R520-833-62-344-0 as
identification.

Howard P. Ross
Signature of Person Taking
Acknowledgement

Howard P. Ross
Name of Acknowledger Typed,
Printed or Stamped



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is WORLD WIDE DISTRIBUTION SERVICES, L.C., a Florida Limited Liability Company.
2. The name and address of the registered agent and office is THOMAS R. RUNZO, 21947 U.S. Highway 19 North, Clearwater, Florida 33765.

Having been named as registered agent and to accept service on behalf of the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


THOMAS M. RUNZO

Date: JANUARY 30, 1998

FILING FEE: \$35 for Designation of Registered Agent