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WILSON, JOHNSON & JAFFER, P.A.

27 SOUTH ORANGE AVENUE
SUITE ONE

SARASOTA, FLORIDA 34236

CLYDE H. WILSON (1908-1994)
ROBERT M. JOHNSON
CLYDE H. WILSON, JR.
JOHN S. JAFFER

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January 14, 2000

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

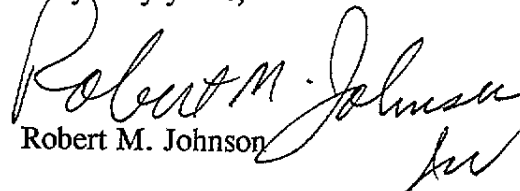
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****122.50 *****78.75

To Whom It May Concern:

We are enclosing Articles of Incorporation of ADORA WORLDWIDE ENTERPRISES, INC. and a check for \$122.50 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address.

Very truly yours,


Robert M. Johnson

Encl: Check \$122.50
Articles of Inc., in duplicate

adorasec.let

FILED
00 JAN 18 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ADORA WORLDWIDE ENTERPRISES, INC.**

FILED
00 JAN 18 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby execute this document for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **ADORA WORLDWIDE ENTERPRISES, INC.**

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of the corporation is 113 Big Pass Lane, Sarasota, Florida 34242.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSES

The purposes for which the corporation is organized are:

A. To do any and all things or to engage in any activities in which corporations doing business in the State of Florida are authorized to engage by the general corporation laws.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 7,000, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE VI - PREEMPTIVE RIGHTS GRANTED

Each share holder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VII - REGISTERED OFFICE

The street address of the initial registered office of the corporation is 113 Big Pass Lane, Sarasota, Florida 34242, and the name of the initial registered agent at such address is **JOAN M. ADLEY**.

ARTICLE VIII - DIRECTORS

The first Board of Director of the corporation shall consist of:

JOAN M. ADLEY
113 Big Pass Lane
Sarasota, Florida 34242

ARTICLE IX - INCORPORATORS

The name and address of the incorporator is:

JOAN M. ADLEY
113 Big Pass Lane
Sarasota, Florida 34242

ARTICLE X - OFFICERS

Section 1: The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the person who is to serve as officer of the corporation for the ensuing

year, or until the first annual meeting of the corporation, are:

OFFICE

NAME AND ADDRESS

President

JOAN M. ADLEY
113 Big Pass Lane
Sarasota, Florida 34242

Vice President

BRUCE E. BAUGHMAN
P. O. Box 1977
Sarasota, Florida 34230

Secretary &
Treasurer

MICHAEL R. PENDER, JR.
1605 Main Street, Suite 110
Sarasota, Florida 34236

ARTICLE XI - MAJORITY CONSENT VOTING

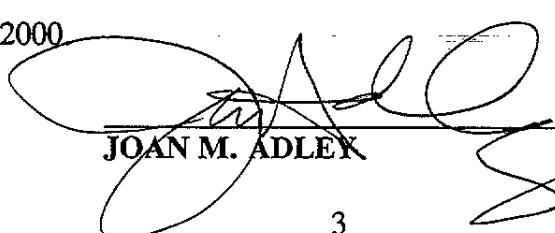
Any action required or permitted by the Florida Corporation Act at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the nonconsenting Stockholders by (among other methods) mailing said notice to said Stockholders by first class mail, postage prepaid, to their address of record.

ARTICLE XII - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the first day wherein it is qualified to transact business in the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name this 14th day of

January, 2000


JOAN M. ADLEY

STATE OF FLORIDA
COUNTY OF SARASOTA

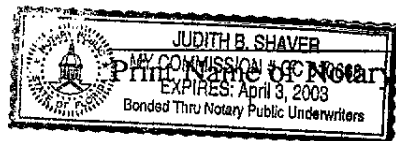
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared **JOAN M. ADLEY**, to me known personally or has produced _____ to be the person in and who executed the foregoing instrument, who being first duly sworn, acknowledged before me that she executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of January, 2000.

(Notary Seal)

Judith B. Shaver
Notary Public

My Commission Expires:



Print Name of Notary Public

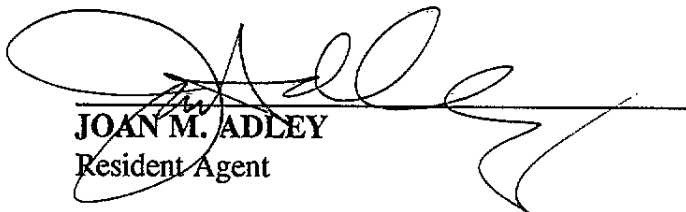
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

That **ADORA WORLDWIDE ENTERPRISES, INC.**, desiring to organize under
the laws of the State of Florida with its principal office as indicated in the Articles of
Incorporation at Sarasota, Florida, has named **JOAN M. ADLEY**, of 113 Big Pass Lane,
Sarasota, Florida 34242, as its agent to accept process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby accept to act in this capacity and agree to
comply with the provision of said Act relative to keeping open said office.


JOAN M. ADLEY
Resident Agent

FILED
00 JAN 18 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA