### Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

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: EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

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### FLORIDA PROFIT CORPORATION OR P.A.

WORLD WIDE NET TV, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78,75

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#### **ARTICLES OF INCORPORATION**

#### <u>OF</u>

#### WORLD WIDE NET TV, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

#### ARTICLE I

The name of this corporation shall be: WORLD WIDE NET TV, INC. The corporation's principal address is: 930 Washington Avenue Suite 205a, Minmi Beach Florida 33139

#### ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

#### ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal; which may be altered

To have a corporate seal; which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced; SECRETARY OF STATE DIVISION OF CONTERATIONS

PREPARED BY: Eitan Dagan Name	930 Washington Avenue, Suite 205A, Miami Beach, Florida Address	
84786 Fl. Bar Number	(305) 672-4557	

To purchase, take, receive, lease, or otherwise acquire, ow, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute § 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold vote, use, employ, sell, mortgage, land, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or interest obligations of the United States or of any other government, state, territory, governmental district, or manicipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To land money of its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, and employees ad for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, manager of any corporation, partnership, joint venture, trust, or other enterprises;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employed or agent of the corporation to the full extent as permitted by Florida Statute § 607.014;

#### **ARTICLE V**

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 3,000 shares, having a par value \$1,00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one(1) class of stock of this corporation.

Shares of Stock in this Corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the board of directors.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

EITAN DAGAN, ESQUIRE 930 Washington Avenue Suite 205A Miami Beach, Florida 33139 Tel(305) 672-4557 Fax:(305) 534-8813

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The initial board of Directors shall consist of a total of four persons and the name and address of the person who are to serve as initial directors is:

Jennifer Rogen Lynda Goldman Jay Bushinsky Eitan Dagan 930 Washington Avenue Suite 205a Miami Beach Fl. 33139 930 Washington Avenue Suite 205a Miami Beach Fl. 33139 930 Washington Avenue Suite 205a Miami Beach Fl. 33139 930 Washington Avenue Suite 205a Miami Beach Fl. 33139

#### ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation shall be:

Eitan Dagan 930 Washington Avenue Suite 205a Miami Beach Florida 33139

The undersigned has executed these Articles of Incorporation this _	14 14	day of
<u>July</u> , 2000.		

Incorporator

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

	First that	WORLD WIDE NET	TV. INC			
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desi	ring to organize under	the laws of the State of	LORIDA			
		indicated in the articles of inco		named		<del></del>
-	Eitan Dagan	landed at	Assert .			
	(Name of Register	sd Agent)	330 Washi	ngton Avenue, Su	<u>îte 205A.</u>	<u>.                                    </u>
City	of Miami Beacl	County of	T			
	(City)			County)	<del></del>	
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