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**SACHER, ZELMAN, VAN SANT,
PAUL, BEILEY, HARTMAN & WALDMAN**

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1401 BRICKELL AVENUE • SUITE 700
MIAMI, FLORIDA 33131-3503

TELEPHONE (305) 371-8797
TELECOPIER (305) 374-2605
EMAIL: flbuslaw@gate.net

FILED
00 AUG 28 PM 4:25
SUPREMACY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

August 25, 2000

Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Worldwide Radio Communications, Inc.
File No. 2737.100

Dear Sir or Madam:

Enclosed hereto please find the articles of incorporation for Worldwide Radio Communications, Inc., for registration of incorporation. I am submitting the enclosed articles along with a check for \$78.75 representing the incorporation fee.

Should you have any questions/comments upon receipt of the articles, please do not hesitate to contact me.

Thank you for your attention to this matter.

Very truly yours,

SACHER, ZELMAN, VAN SANT,
PAUL, BEILEY, HARTMAN & WALDMAN

Dania Saavedra
Dania Saavedra

Enclosure



**ARTICLES OF INCORPORATION
OF
WORLDWIDE RADIO COMMUNICATIONS, INC.,**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

Worldwide Radio Communications, Inc.,

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

21 S.E. 1st Avenue, 2nd Floor
Miami, FL 33131

ARTICLE III. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Glen H. Waldman, Esq.
1401 Brickell Ave.
Suite 700
Miami, FL 33131

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The names and street address of the initial officer and director who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

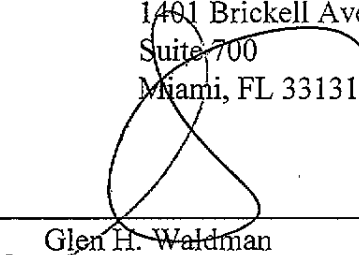
Steve Prevolis
Dir./ Pres.

21 S.E. 1st Avenue, 2nd Floor
Miami, FL 33131

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Glen H. Waldman, Esq.
1401 Brickell Avenue
Suite 700
Miami, FL 33131



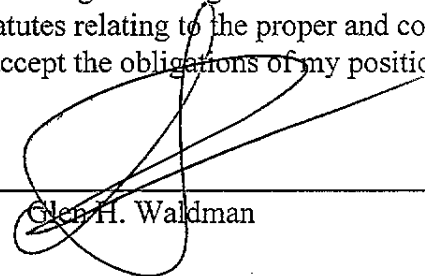
Glen H. Waldman

8/25/00

Date

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above stated corporation 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.



Glen H. Waldman

8/25/00

Date

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