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CORRESPONDING OFFICE

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Of Counsel:
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CORRESPONDING OFFICE

One Gateway Center
Suite 2600
Newark, New Jersey 07102

September 22, 2000

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

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

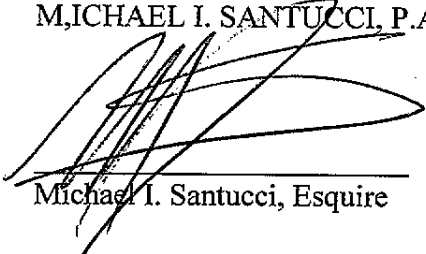
**RE: Worldwide Forex, Inc.
Our File No. 7262-03**

Kindly enclosed please find the Articles of Incorporations for **Worldwide Forex, Inc.** along with a check in the amount of \$78.75 for a filing fee.

Sincerely,

Law Offices of
M. MICHAEL I. SANTUCCI, P.A.

By:


Michael I. Santucci, Esquire

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 25 AM 10:17

9/26/00

ARTICLES OF INCORPORATION

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 Forex, Inc.

ARTICLE II PRINCIPAL OFFICE

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

40 S.E. 10th Street
Deerfield Beach, FL 33441

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 which shall have a \$1.00 par value.

ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 25 AM 10:18

ARTICLE VI BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be 1 (one) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successors are elected and qualified is:

Phillip D. Kahn
40 S.E. 10th Street
Deerfield Beach, FL 33441

ARTICLE VII OFFICERS

The name(s) and addresses of the initial officers who is/are to serve as officers until the first annual meeting of the shareholders or until his successors are elected and qualified is/are:

President: Phillip D. Kahn
40 S.E. 10th Street
Deerfield Beach, FL 33441

ARTICLE VIII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

Phillip D. Kahn
40 S.E. 10th Street
Deerfield Beach, FL 33441

ARTICLE IX INCORPORATOR

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

Phillip D. Kahn
40 S.E. 10th Street
Deerfield Beach, FL 33441

The undersigned incorporator has executed these Articles of Incorporation this _____ day _____ of September, 2000

Date: 9/20/00



Phillip D. Kahn
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is

Worldwide Forex, Inc.

2. The name and address of the registered agent is:

Phillip D. Kahn
40 S.E. 10th Street
Deerfield Beach, FL 33441

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 25 AM 10:18

HAVING BEEN NAMED AS REGISTERED AGENT 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.

Date: 9/20/00

By: 
Phillip D. Kahn