

P0000009/544

Orange Park, September 21, 2000

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

800003402718--7
-09/25/00-01104-002
*****87.50 *****87.50

Re: Articles of Incorporation of ~~Smarter Investments Corporation~~

e-business worldwide Corporation

Dear Sir:

Enclosed herewith are the Articles of Incorporation for ~~Smarter Investments Corporation~~
to be filed in your office. Also enclosed is my check for \$ 87.50 to cover the filing fee, the
certified copy cost and the certificate of Status

Please return the certified copy and other documents directly to Fabian Videla, 622
Filmore St. 142B, Orange Park, Florida 32065.

Thank you for your assistance in this matter.

Fabian Videla
FABIAN VIDELA

FILED
00 SEP 25 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ret 9/28/00

**ARTICLES OF INCORPORATION
OF
e-BUSINESS WORLDWIDE CORPORATION**

FILED
00 SEP 25 AM 10: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation shall be **e-Business Worldwide Corporation**

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all-lawful business

ARTICLE III

Duration

The term for which this corporation shall exist shall be perpetual commencing on the date of acceptance and filing of these articles by the Florida Department of State.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$ 1.00) par value common stock.

ARTICLE V

Incorporators

The name and address of the person signing these articles is:

FABIAN VIDELA
622 Filmore St. 142B
Orange Park, FL 32065

ARTICLE VI

By-laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE VII

Preemptive Rights

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VIII

Initial Registered Office and Agent

The street address of initial registered office of this corporation is 622 Filmore St. 142B, Orange Park, FL 32065, and the name of the initial agent of this corporation at this address is FABIAN VIDE LA

ARTICLE IX

Principal Mailing Address

The principal mailing address of the corporation shall be, 622 Filmore St. 142B, Orange Park, FL 32065.

ARTICLE X

Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial director(s) of this corporation are:

FABIAN VIDE LA
622 Filmore St. 142B
Orange Park, FL 32065

LUIS ROSSI
622 Filmore St. 142B
Orange Park, FL 32065

DANIEL EPIPHANOVICH
622 Filmore St. 142B
Orange Park, FL 32065

ARTICLE XI

Officers

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President: **FABIAN VIDELA**
622 Filmore St. 142B
Orange Park, FL 32065

Vice-president: **LUIS ROSSI**
622 Filmore St. 142B
Orange Park, FL 32065

Secretary/Treasurer: **DANIEL EPIPHANOVICH**
622 Filmore St. 142B
Orange Park, FL 32065

ARTICLE XII

Shareholders

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XIII

Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XIV

Amendment

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 21th day of September, 2000.


FABIAN VIDELA

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

FILED

SEP 25 AM 10: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act.

First, that **e-Business Worldwide Corporation**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Orange Park, County of Clay, State of Florida, has named **FABIAN VIDELA**, 622 Filmore St. 142B, Orange Park, Florida 32065, as its agent to accept service of 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 said office upon.


FABIAN VIDELA
Resident Agent