

EPSTEIN & FRISCH
ATTORNEYS AT LAW

Robert D. Epstein
Jack H. Frisch
William S. Cohen *
Michael J. Donahoe
Randal M. Klezmer
Jeffrey L. Marchal
* Designated Civil Mediator

One Virginia Avenue, Suite 200
Jefferson Plaza
Indianapolis, Indiana 46204

317/639-1326
TELECOPIER 317/638-9891

500003453175--1
-11/06/00--01087--002
*****70.00 *****70.00

November 1, 2000

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

RE: WORLDWIDE TRAINING PORTALS, INC.

Dear Sirs:

Please find enclosed the Articles of Incorporation of Worldwide Training Portals, Inc. along with the acceptance by resident agent. I would appreciate if you would file the Articles and return them to me along with a Certificate of Incorporation. We are sending you the normal fee of \$70.00.

Thank you for your assistance.

Sincerely yours,

EPSTEIN & FRISCH

Robert D. Epstein

Robert D. Epstein
Dictated but not read

RDE.ldp
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 14 PM 2:32

FILED

Feb 11/14

W-26684

10273 NW 46 Street
Sunrise, FL 33351

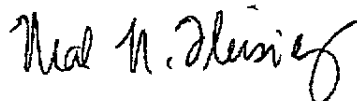
Secretary of State
Division of Corporations

DATE: November 9, 2000
RE: Abandon the Name Worldwide Training Portals, LLC

To Whom It May Concern:

I have decided not to complete the filing for Worldwide Training Portals, LLC and I want to abandon the name. If you have any questions, please feel free to call me at my office (954) 746-0165 or at my home (954) 746-2958.

Sincerely,



Neal Fleisig

Cc: Empire Corporate Kit
Roy Oppenheim

ARTICLES OF INCORPORATION
OF
WORLDWIDE TRAINING PORTALS, INC.

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Florida Business Corporation Act, as amended (hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is Worldwide Training Portals, Inc.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed are all lawful purposes pursuant to the Act.

ARTICLE III

PERIOD OF EXISTENCE

The period for which the Corporation shall continue is perpetual.

ARTICLE IV

RESIDENT AGENT AND REGISTERED OFFICE

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is Mr. Neal Fleisig, 10273 Northwest 46th Street, Sunrise, Florida 33351.

Section 2. Registered Office. The post office address of the Principal Office of the Corporation is 10273 Northwest 46th Street, Sunrise, Florida 33351.

ARTICLE V

AURTHORIZED SHARES

Section 1. Classes of Shares. There shall be two (2) classes of shares, voting and non-voting.

FILED
00 NOV 14 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 2. Number of Shares. The total number of shares which the Corporation is to have authority to issue is one hundred (100) voting shares and fifteen million (15,000,000) non-voting shares.

A. The number of authorized shares which the Corporation designates as having par value is none.

B. The number of authorized shares which the Corporation designates as without par value is one hundred voting and fifteen million non-voting.

Section 2. Terms of Shares: Consideration for Capital Stock. Fifty (50) shares of voting shares of the Corporation shall be issued for cash and assets at \$10.00 per share. The remaining fifty (50) shares of voting shares of the Corporation may be issued for such consideration as may be fixed from time to time by the Board of Directors.

Section 3. Capital. The aggregate net amount of the consideration received by the Corporation from the sale of its Capital Stock shall, from time to time, be the Capital of the Corporation.

Section 4. Preemptive Rights. The holders, from time to time, of the Capital Stock of the Corporation shall have the right to purchase, at such respective equitable prices, terms and conditions (including pragmatic adjustments to avoid the issue of fractional shares) as shall be fixed by the Board of Directors, such of the shares of the Capital Stock of the Corporation as may be hereafter issued, from time to time, whether constituting a part of the Capital Stock presently or subsequently authorized, and including shares held in the treasury of the Corporation in the respective ratios which the number of shares held by each shareholder at the respective time of such issues bears to the total number of shares issued and outstanding in the names of all of the shareholders at such respective time. Shareholders of voting shares shall have preemptive rights of voting shares, only. Non-voting shareholders shall have preemptive rights of non-voting shares only.

Section 5. Dividends. Such dividends as may be determined by the Board of Directors (after giving due consideration to the needs of the Corporation for adequate reserves and working capital) may be declared and paid upon the Capital Stock from time to time out of the earned surplus or net profits of the Corporation, so long as the declaration and payment of such dividends does not result in any impairment of capital.

ARTICLE VI

REQUIREMENTS PRIOR TO DOING BUSINESS

The Corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000) has been received for the issuance of shares.

ARTICLE VII

DIRECTOR(S)

Section 1. Number of Directors. The initial Board of Directors is composed of two members. The number of directors may be from time to time fixed by the by-laws of the corporation at any number. In the absence of a by-law fixing the number of directors, the numbers shall be two (2).

Section 2. Name and Post Office Address of the Director: The name and post office of the initial Board of Directors of the Corporation are:

<u>NAME</u>	<u>NUMBER & STREET</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP</u>
Neal Fleisig	10273 Northwest 46 th Street	Sunrise	Florida	33351
Felix Shlit	11758 Arbor Hill Drive	Zionsville	Indiana	46077

Section 3. Qualifications of Directors.

1. 21 years of age.
2. U.S. Citizen.

ARTICLE VIII

INCORPORATOR

The name and post office address of the incorporator of the Corporation is Neal Fleisig whose address is 10273 Northwest 46th Street, Sunrise, Florida 33351.

ARTICLE IX

PROVISIONS FOR REGULATION OF THE BUSINESS AND CONDUCT OF AFFAIRS OF THE CORPORATION

Pursuant to the By-laws of Worldwide Training Portals, Inc.

IN WITNESS THEREOF, the undersigned being the incorporator designated in Article VIII, executes these Articles of Incorporation and certified to the truth and facts herein states this 10/23 day of October, 2000.

Neal Fleisig
Signature

Neal Fleisig
Printed Name

IN WITNESS THEREOF, the undersigned being the incorporator designated in Article VIII, executes these Articles of Incorporation and certified to the truth and facts herein states this 23 day of October, 2000.

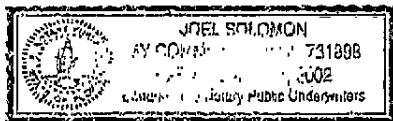
Neal Fleisig
Signature

Neal Fleisig
Printed Name

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that Neal Fleisig, being the sole incorporator referred to in Article VIII of the foregoing Articles of Incorporation, personally appeared before me, acknowledged the execution thereof, and swore to the truth and the facts therein stated.

Witness my hand and Notarial Seal this 23 day of October, 2000.



Joel Solomon
Notary Public, Signature
Joel Solomon
Printed Name

My County of Residence: Broward

My Commission Expires: 10/23/02

ACCEPTANCE BY RESIDENT AGENT

I, Neal Fleisig, hereby accept the responsibility as Resident Agent for the purposes of service of process pursuant to The Florida Business Corporation Act Section 607.05(01)(03), as amended.

10/23/00
Date

Neal Fleisig
Neal Fleisig

Neal Fleisig
Printed Name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 14 PM 2:32

FILED