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LAW OFFICES

David A. Eaton, P.A.

DAVID A. EATON

SHAUN M. MALONE*

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ST. PETERSBURG, FLORIDA 33702

TELEPHONE (727) 521-2211

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November 2, 2000

VIA U.S. SURFACE MAIL ONLY

HART C. COLLINS, Corporate Records Bureau
FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32399

RE: **WORLDNEWSCONNECTION.COM, INC.;**

Our File No. 1835-00-077

Dear Mr. COLLINS:

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****131.25 ****87.50

In connection with the above-referenced corporation which has been recently organized, please find enclosed the original document entitled "ARTICLES OF INCORPORATION OF WORLDNEWSCONNECTION.COM, INC.," dated September 7, 2000. The ARTICLES also include the necessary RESIDENT AGENT DESIGNATION, of even date.

Please find also enclosed our Firm check # 4718 in the sum of \$131.25, made payable to the FLORIDA DEPARTMENT OF STATE, which shall underwrite your fees for the following services:

Filing Fee for ARTICLES, per Fla. Stat. §607.0122 (2000)	\$	35.00
REGISTERED AGENT DESIGNATION Fee, per the same §		35.00
CERTIFICATE OF STATUS of Incorporation, per the same §		8.75
Certified Copy of ARTICLES, per the same §		<u>52.50</u>
Total	\$	131.25

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Please proceed to process the documentation enclosed, and thereafter, kindly return to the undersigned the following, at your earliest convenience:

- (a) LETTER OF ACKNOWLEDGMENT / RECEIPT;

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HART C. COLLINS, Corporate Records Bureau
FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS
November 1, 2000
Page 2

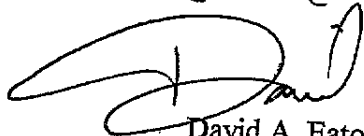
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- (b) CERTIFICATE OF STATUS for the herein named corporation; and
- (c) Certified copy of the ARTICLES OF INCORPORATION bearing the "date of filing" stamp impressed on the original by the office of the FLORIDA SECRETARY OF STATE.

If these matters are in need of further order, or any questions arise for any reason, please contact the undersigned immediately.

Very truly yours,

David A. Eaton, P.A.



David A. Eaton

DAE/ema 001101

Enclosures

cc: ROBERT NOCITO, President
WORLDNEWSCONNECTION.COM, INC.
(without copy of enclosures)

ARTICLES OF INCORPORATION OF WORLDNEWSCONNECTION.COM, INCORPORATED

ARTICLES OF INCORPORATION of WORLDNEWSCONNECTION.COM, INCORPORATED, herein subscribed by the undersigned, a natural person, of legal age and competent to contract, who hereby creates, identifies, and otherwise commences the perpetual existence of an association under the FLORIDA BUSINESS CORPORATION ACT, Chapter 607 (1999), of the laws of the State of Florida.

ARTICLE 1.

Name

The name of the corporation shall be:

WORLDNEWSCONNECTION.COM, INCORPORATED

ARTICLE 2.

Term of Existence

This corporation shall have perpetual existence.

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Purpose

- (a) to participate and engage in the international transmission of information, of whatsoever kind or nature, across wire or cable, over the air waves, or via any otherwise form of technology;
- (b) to purchase, create, or otherwise acquire, own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description;
- (c) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries;
- (d) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute mortgages, transfers of corporate assets, or other instruments necessary to secure the payment of corporate indebtedness as required;
- (e) to purchase the corporate assets of any other corporation and engage in the same or other character of business;
- (f) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of (I) the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by, any other

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corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida;

- (g) the foregoing enumeration of powers shall not be construed to limit or restrict, in any manner, the powers of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including, but not limited to, all powers and privileges enumerated and conferred upon corporations generally under Chapter 607 (1999), FLORIDA STATUTES.

ARTICLE 4.

Capital Stock

The maximum number of shares of stock that the corporation is authorized to maintain as outstanding on any single instance is 1,000,000 shares of common stock, having a par value of TEN CENTS (\$0.10 U.S.) per share. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one (1) vote for each share on all matters on which shareholders have the right to vote.

ARTICLE 5.

Initial Capital

The amount of capital with which the corporation shall commence business shall not be less than the sum of ONE THOUSAND and 00/100 DOLLARS (\$1,000.00 U.S.).

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ARTICLE 6.

Initial Corporate Office and Registered Agent/Address

The location of the initial corporate office where the principal business of the corporation shall be conducted, in the State of Florida, shall be:

6519 Tenth Street North
St. Petersburg, Florida 33702

The initial registered agent and the initial registered office for service of process, of whatever nature, shall be:

DAVID A. EATON
8801 Ninth Street North
St. Petersburg, Florida 33702

ARTICLE 7.

Initial Board of Directors

The corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time, as authorized under the corporation bylaws adopted by the stockholders, but the number shall never be less than one (1).

ARTICLE 8.

Initial Directors

The name and address of the initial member of the first board of directors is as follows:

Name

Address

ROBERT (nmn) NOCITO

6519 Tenth Street North
St. Petersburg, Florida 33702

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ARTICLE 9.

Cumulative Voting

In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his or her shares and to give any single candidate as many votes as the number of directors to be elected multiplied by the number of shares may equal, or, to distribute said shareholder's votes on the same principal among as many candidates as that shareholder may deem fit, provided however, notice shall be given by any shareholder to the president or a vice president of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors where a shareholder intends to cumulate his or her votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

ARTICLE 10.

Incorporators and Stock Subscribers

The name, address, and number of shares subscribed to the Incorporator to the ARTICLES OF INCORPORATION is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
ROBERT (nmn) NOCITO	6519 Tenth Street North St. Petersburg, Florida 33702	10,000

The Incorporator certifies that the proceeds of the stock subscribed will not be less than the amount of capital stock with which the corporation shall begin business as set forth herein.

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ARTICLE 11.

Indemnity of Directors and Officers

Any person(s) made a party to any action, suit or proceeding by reason of the fact that such person(s), such person(s) testator, or intestator, is or was a director, officer or employee of the corporation, or any other corporation who served as such at the request of the within corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with any appearance therein, except in relation to matters where it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of corporate duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director, or employee may be entitled apart from the provisions herein. A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders, or any other action taken in reliance and good faith upon the financial statements of the corporation represented (a) to be correct by the president of the corporation or the officer having authority over the books of account, or (b) certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall any director be liable if in good faith in determining the amount available for dividends or distribution the said director considers the assets to be of ample value.

ARTICLE 12.

Bylaws and Stockholders Agreement

The stockholders of the corporation shall have the sole power to adopt, amend, or repeal bylaws for the management of the corporation by the board of directors. By stockholders agreement or bylaws the corporation may restrict the transfer or encumbrance of any or all of the

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corporation's stock, including, but not limited to, the provisions for the transfer of the stock owned by retiring, disabled, or deceased stockholders, or any stockholder required to sever financial interest in the corporation.


ARTICLE 13.

Amendments to the ARTICLES OF INCORPORATION

The within ARTICLES OF INCORPORATION may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed to the stockholders, and approved at a noticed stockholders' meeting by a three-fourths (75%) majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting an intention that a certain amendment be effectuated to the ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, the within ARTICLES OF INCORPORATION have been executed, acknowledged, and approved by the undersigned Incorporator, created under the laws of the State of Florida, and forthwith submitted to the FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS, on the 7th day of ~~August~~ ^{Sept. 2000}, 2000.

DATED the 7th day of ~~August~~ ^{Sept. 2000}, 2000.


ROBERT NOCITO, Incorporator

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B. A. Eaton, H.A.

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE THE UNDERSIGNED AUTHORITY the foregoing instrument was acknowledged by Incorporator, ROBERT (nmn) NOCITO, as being forthwith executed freely and voluntarily for the purposes therein expressed, and who did take an oath.

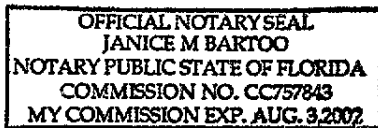
SWORN TO AND SUBSCRIBED before the undersigned Notary Public on the 17th day of August, 2000.

NOTARY PUBLIC, State of Florida at Large

(Seal)

SIGN: [Signature]

PRINT: Janice M Bartoo



(Check one) Personally known _____
or Produced Identification ✓

Form of I.D. Produced (if any) FLDL.

Notary Commission Expiration Insignia:

* * * * *

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA,

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with §§ 607.0501 and 48.091, FLORIDA STATUTES (1999), the following representations are submitted:

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That, WORLDNEWSCONNECTION.COM, INCORPORATED, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of St. Petersburg, State of Florida, has named DAVID A. EATON, located at 8801 Ninth Street North, City of St. Petersburg, State of Florida, as agent to accept service of process within the State of Florida.

DATED the 24 day of October, 2000.

WORLDNEWSCONNECTION.COM, INCORPORATED

By:



ROBERT NOCITO, Incorporator

Having been named to accept service of process for the within corporation, at the place designated in the within certificate, it is hereby agreed that the undersigned shall act in said capacity, and further, that the undersigned agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent.

DATED the 30 day of October, 2000. *D.A.E.*


DAVID A. EATON

David A. Eaton, P.A.

 10/30/00

David A. Eaton
8801 Ninth Street North
St. Petersburg, Florida 33702-3443
(727) 521-2211
The Florida Bar, Attorney I.D No. 369004
Sixth Judicial Circuit, Serial Person No. 256668
Attorney for Incorporator

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