

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO1000035318

World Chamber Network
of the United States, Inc.

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<input type="checkbox"/>	Dissolution / Withdrawal
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FILED
01 APR - 6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 APR - 6 AM 11:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN APR - 6 2001

Signature

Requested by: KC

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Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF INCORPORATION
OF
WORLD CHAMBER NETWORK
OF THE UNITED STATES, INC.**

FILED
01 APR -6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is WORLD CHAMBER NETWORK OF THE UNITED STATES, INC.

ARTICLE II - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The street address of the principal office of this Corporation is 3 E. Tarpon Avenue, Tarpon Springs, Florida 34689 and the mailing address is the same.

ARTICLE IV - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Burton W. Deane
1810 Longview Lane
Tarpon Springs, Fl. 34689

ARTICLE V - OFFICERS

The initial officers of the Corporation shall be:

Chairman: Calvin G. McDowell
President: Burton W. Deane
Assistant Secretary: U. Giselle Schriels

whose address shall be the same as the principal office of the Corporation.

ARTICLE VI - DIRECTORS

The initial directors of the Corporation shall be:

Calvin G. McDowell
Burton W. Deane
U. Giselle Schriels

whose address shall be the same as the principal office of the Corporation. The number of Directors may be increased or decreased from time to time in the manner provided by the bylaws of this Corporation, but no decrease shall have the effect of shortening the term of any incumbent Director.

ARTICLE VII -CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation authorized to have outstanding at any time is 25 million shares of common stock.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII -POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business or affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE IX - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation is located at 3 E. Tarpon Avenue, Tarpon Springs, Florida 34689. The name and address of the registered agent of this Corporation is Gerald A. Tavares, 9 E. Tarpon Avenue, Tarpon Springs, Florida 34689.

ARTICLE XI - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time such action shall be necessary to take any action for the making, alteration, amendment or repeal of the bylaws. Regulations for the conduct of the business of this Corporation other than set forth herein or as prescribed by the laws of the State of Florida, shall be embodied in the Bylaws of the Corporation.

ARTICLE XII - INDEMNIFICATION

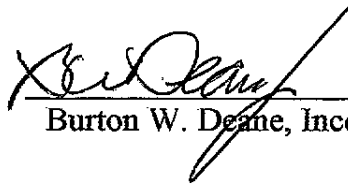
This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. If all the officers or directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent filed with the Secretary of the Corporation, the actions shall be valid as though same had been authorized at a meeting of the Board of Directors.

ARTICLE XIII - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida,

this 5th day of April, 2001.


Burton W. Deane, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all the statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes as, from time to time, amended.


Gerald A. Tavares

FILED
01 APR -6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA