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DEFABIO AND FENN, P.A.

ATTORNEYS AT LAW

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2121 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

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GEORGE J. DeFABIO

LEONARD P. FENN

May 22, 2001

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

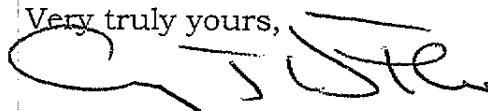
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*****122.50 *****78.75

Re: WORLD DATA PRODUCTIONS USA, INC.

Dear Sir or Madam:

Please be advised that this office represents the aforementioned business in this matter. Enclosed please find two original Articles of Incorporation for WORLD DATA PRODUCTIONS USA, INC. and our check in the amount of \$122.50. We have also attached a self-addressed stamped envelope for return of same.

Very truly yours,



GEORGE J. DeFABIO, ESQ.

GJD/yv

FILED
01 MAY 24 AM 9:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Smith JUN 4 2001

ARTICLES OF INCORPORATION
OF
WORLD DATA PRODUCTIONS USA, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be WORLD DATA PRODUCTIONS USA, INC.

ARTICLE II
DURATION

This corporation is to have perpetual existence.

ARTICLE III
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue Five Hundred (500) shares of all one class at one (\$1.00) Dollar each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

FILED
01 MAY 24 AM 9:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

2121 Ponce de Leon Blvd.
Suite 430
Coral Gables, FL 33134

ARTICLE VI

INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

GEORGE J. DeFABIO, ESQ.
2121 Ponce de Leon Boulevard
Suite 430
Coral Gables, Florida 33134

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of By-Laws of the corporation in the manner provided by law, but shall never be less than one.

NAME

ADDRESS

RICARDO J. WAGNER

2121 Ponce de Leon Blvd., Ste. 430
Coral Gables, FL 33134

ARTICLE VIII
INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is: _____

NAME

ADDRESS

GEORGE J. DeFABIO

2121 Ponce de León Blvd. Ste. 430
Coral Gables, FL 33134

ARTICLE IX
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or an amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

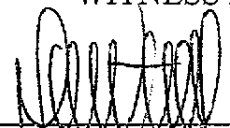
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.


GEORGE J. DeFABIO

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

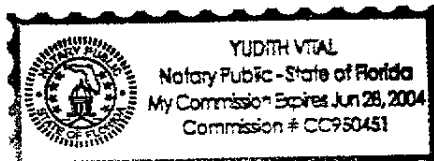
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared GEORGE J. DeFABIO before me and known to be the person described in and who executed the foregoing Articles of Incorporation, as the incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 11th day of May, 2001.



NOTARY PUBLIC

My Commission Expires:



REGISTERED AGENT CERTIFICATE

FILED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

01 MAY 24 AM 9:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST - That WORLD DATA PRODUCTIONS USA, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named GEORGE J. DeFABIO, located at 2121 Ponce de Leon Boulevard, Suite 430, Coral Gables, Florida, as its Registered Agent to accept service of process.

ACKNOWLEDGEMENT

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 provisions of said Act relative to keeping said office open.

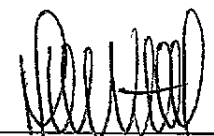
BY:


GEORGE J. DeFABIO

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, and duly authorized in the State and County above named to take acknowledgements, personally appeared GEORGE J. DeFABIO, to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 21st day of May, 2001.


PUBLIC NOTARY

My Commission Expires:

