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ROBERT M. DOWNEY, P.A.

ROBERT M. DOWNEY
REG. PATENT ATTORNEY
FLORIDA BAR

ANGELA M. MALLOY
FLORIDA BAR

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PATENT AND TRADEMARK
MATTERS

July 2, 2001

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

RE: Articles of Incorporation --
WORLD RESPECT, INC.
Our Ref: KUCIG101

800004464128--2
-07/03/01-01055-015
122.50 *78.75

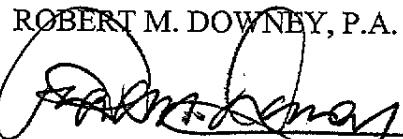
Dear Sirs:

Enclosed please find Articles of Incorporation, in duplicate, to be filed with the State of Florida regarding the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the appropriate filing and certified fees. Please send the certified copy of the Articles to our office in the enclosed self-addressed, stamped envelope.

Kindest regards,

Very truly yours,

ROBERT M. DOWNEY, P.A.


Robert M. Downey

RMD/km
Encls.

D. BROWN JUL 1 2 2001

01 JUL -9 AM 9:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WORLD RESPECT, INC.

FILED
01 JUL -9 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be **WORLD RESPECT, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2455 Lindell Blvd., Suite. 3501, Delray Beach, FL 33444.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of \$1.00 per share.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V: OFFICERS-DIRECTORS

The name(s) and address(es) of the initial officer(s) and director(s), if any, are:

Iwona Kuczynska - President/Secretary

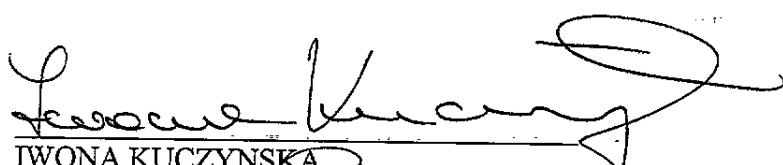
Eva Janas - Vice President/Treasurer

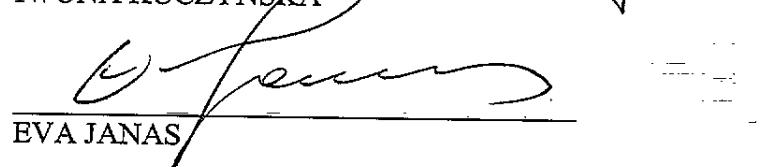
ARTICLE VI: INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are
Iwona Kuczynska, 2455 Lindell Blvd., Suite 3501, Delray Beach, FL 33444 and Eva Janas,
2455 Lindell Blvd., Suite 3501, Delray Beach, FL 33444.

The undersigned have executed these Articles of Incorporation this 2nd day of July,

2001.


IWONA KUCZYNNSKA


EVA JANAS

STATE OF FLORIDA)
COUNTY OF Palm Bch.) SS:

FILED
01 JUL -9 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is WORLD RESPECT, INC.
2. The name and address of the registered agent and office is: Iwona Kuczynska, 2455 Lindell Blvd., Suite 3501, Del Ray Beach, FL 33444.

Date: 7/2/01

Iwona Kuczynska
Iwona Kuczynska, President

2455 LINDELL BLVD. suite 3501
Address DELRAY BEACH, FL 33444

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: 7/2/01

Iwona Kuczynska

Subscribed and sworn to before me
this 2nd day of July, 2001.



ANGELA MAY MALLOY
COMMISSION # CC 672621
EXPIRES AUG 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Notary Public

Personally known

Produced identification

Type of identification: _____