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FILED
01 DEC 14 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE 12/13/01

SECRETARY OF STATE
CORPORATE DIVISION
409 E. GAINES STREET
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32399

RE: WORTHY ENTERPRISES, INC. XXX

GENTLEMEN,

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER WITH
A COPY OF SAID ARTICLES FOR

WORTHY ENTERPRISES, INC.
NAME OF CORPORATION

OUR CHECK IN THE AMOUNT OF \$78.75 INCLUDES THE FOLLOWING:

FILING FEE
CHARTER TAX
REGISTERED AGENT
CERTIFIED COPY

TOTAL \$78.75

400004726594--3
-12/14/01--01044--016
*****78.75 *****78.75

RESPECTFULLY SUBMITTED,

George Fobbs
INDIVIDUAL'S NAME

GEORGE FOBBS
NAME OF CORPORATION

D. BROWN DEC 17 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
-OF-

WORTHEY ENTERPRISES, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the Provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this Corporation shall be:

WORTHEY ENTERPRISES, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have at any time is ~~XXX~~ shares of common stock, having a par value of \$1.00 per share.
100

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ~~\$500.00~~ Dollars.
\$100.00

ARTICLE V

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

440 SOUTH PARK ROAD, #108-HOLLYWOOD-FL. 33021

ARTICLE VII

The number of Directors of this Corporation shall be at least one(1) and no more than five.


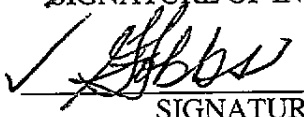
ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

<u>GEORGE FOBBS (PRESIDENT)</u>	<u>440 SOUTH PARK ROAD, #108, HLWD.</u>
	<u>33021</u>
<u></u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

<u></u>	<u>440 S. PARK ROAD, #108, HLWD. FL.</u>
SIGNATURE OF INCORPORATOR	ADDRESS 33021
<u></u>	<u>SAME AS ABOVE</u>
SIGNATURE	ADDRESS

ARTICLE X

The corporate existence of this corporation shall begin on the date on the Artcles of Incorporation that are filed on record with the State.

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CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.325 FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT WORTHY ENTERPRISES, INC.
NAME OF CORPORATION

WITH ITS PLACE OF BUSINESS AT 440 SOUTH PARK ROAD, #108, HLWD. 33021
ADDRESS, CITY

HAS NAMED GEORGE FOBBS
NAME OF REGISTERED AGENT

LOCATED AT 440 SOUTH PARK ROAD, #108
MUST BE STREET ADDRESS AND # OF BLDG.

CITY OF HOLLYWOOD, STATE OF FL., AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FL.

SIGNATURE 
CORPORATE OFFICER

TITLE PRESIDENT

DATE 12/13/01

Having been named to accept service of process for the above state corporation, at the place
designated in this certificate, I hereby agree to act in this capacity and further agree to comply
with the provisions of all statutes relative to the proper and complete performance of my duties,
and I accept the duties and obligations of Section 607.325 of the Fl. Statutes.

SIGNATURE 
REGISTERED AGENT