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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

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Account Name : YOUR CAPITAL CONNECTION, INC.
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DIVISION OF CORPORATIONS

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BASIC AMENDMENT

WORLDFACTOR, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

Art. of Correction

02/05/02 DC

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DIVISION OF CORPORATIONS
2002 FEB -4 PM 4:53

**ARTICLES OF CORRECTION OF THE
ARTICLES OF INCORPORATION
OF
WorldFactor, Inc.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, Florida Statutes, Chapter 607, adopts the following Articles of Correction of the Articles of Incorporation for WorldFactor, Inc.:

ARTICLE ONE - Document Being Corrected

The document being corrected is the Articles of Incorporation of WorldFactor, Inc., which were filed in January 31, 2002.

ARTICLE TWO - Defect Being Corrected

The numbering of the Articles is being corrected, and the conflict between Article Five, which provided for 1,000 authorized shares of common stock, and Article Seven, which provided for 7,500 authorized shares of common stock, is being corrected.

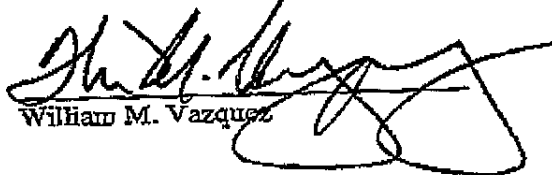
ARTICLE THREE - Correct Document

The corrected Articles of Incorporation of WorldFactor, Inc. are attached.

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IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Correction of the Articles of Incorporation of WorldFactor, Inc. on February 1, 2002.


William M. Vazquez

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared William M. Vazquez, personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

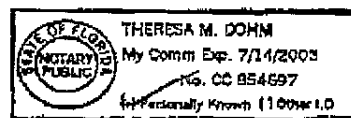
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of February, 2002.


NOTARY PUBLIC, State of Florida At Large
Print Name: Theresa M. Dohm

My Commission expires:

7/14/03

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**CORRECTED ARTICLES OF INCORPORATION
OF
WorldFactor, Inc.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, Florida Statutes, Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE - Name

The name of this corporation is WorldFactor, Inc.

ARTICLE TWO - Principal Office

The principal place of business and mailing address of this corporation shall be 929 Clint Moore Road, Boca Raton, Florida 33487.

ARTICLE THREE - Duration

The period of duration for the corporation is perpetual.

ARTICLE FOUR - Purpose

The corporation is organized for the purpose of engaging in any and all lawful endeavors and transactions, for which corporations may be incorporated, together with all necessary purposes related thereto, pursuant to the Florida Statutes.

ARTICLE FIVE - Initial Registered Agent

The name and Florida street address of the initial registered agent are William M. Vazquez, 150 E. Palmetto Park Road, Suite 650, Boca Raton, Florida 33432.

ARTICLE SIX - Capital Stock

The total number of shares of common stock authorized to be issued by this corporation shall be 1,000, each with a par value of \$1.00. Each share of issued and outstanding common

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stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE SEVEN - Incorporator

The name and address of the corporation's incorporator is:

Name

William M. Vazquez

Address

150 E. Palmetto Park Road
Suite 650
Boca Raton, Florida 33432

ARTICLE EIGHT - Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), it is appropriate to do so, then the corporation may indemnify any of its current or former directors, officers, employees, or agents.

IN WITNESS WHEREOF; the undersigned Incorporator has executed these Articles of Incorporation on this 1st day of February, 2002.


William M. Vazquez

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared William M. Vazquez, personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

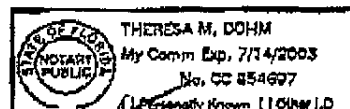
IN WITNESS WHEREOF, I have hereunto set my hand and seal on February 1, 2002.


NOTARY PUBLIC, State of Florida At Large
Print Name: Theresa M. Dohm

My Commission expires: 7/14/03

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**CERTIFICATE OF DESIGNATION OF INITIAL
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 INITIAL REGISTERED OFFICE AND INITIAL REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **WorldFactor, Inc.**
2. The name and address of the initial registered agent and the initial principal office are William
M. Vazquez, 150 E. Palmetto Park Road, Suite 650, Boca Raton, Florida 33432.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


William M. Vazquez

Dated: January 30, 2002.