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TALLAHASSEE, FLORIDA
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REPLY TO: ☒ TAMPA
☐ NORTH TAMPA

January 7, 2005

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation for Point WorldWide, Inc.

Dear Sir or Madam:

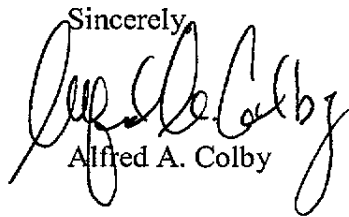
Enclosed are the Articles of Incorporation for Point WorldWide, Inc., and a Certificate Designating Registered Agent and Office, together with a check in the amount of \$70.00 to cover the following fees:

Fee for filing Articles of Incorporation	\$35.00
Fee for filing Certificate Designating Registered Agent and Office	<u>35.00</u>
TOTAL	\$70.00

Corporate Records Bureau
Division of Corporations
Department of State
January 7, 2005
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In accordance with F.S. 607.0203(1), the corporation began its existence on January 7, 2005, when the Articles were subscribed. I understand that you will file the Articles within five (5) days from that date, in compliance with statute.

Please forward the Certificate of Incorporation and a stamped copy of the Articles of Incorporation to this office.

Sincerely,

Alfred A. Colby

Enclosure

**ARTICLES OF INCORPORATION
OF
POINT WORLDWIDE, INC.**

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TALLAHASSEE, FLORIDA

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The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

**ARTICLE I
Name and Principal Office**

The name of the corporation shall be Point WorldWide, Inc. The principal office address and mailing address of the corporation shall be 708 East Tarpon Avenue, Suite 16, Tarpon Springs, Florida 34689.

**ARTICLE II
Term of Existence**

The corporation shall have perpetual existence, commencing on January 7, 2005.

**ARTICLE III
Purpose**

The general purpose of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under Florida law.

**ARTICLE IV
Powers**

The corporation shall have all powers conferred by the laws of the State of Florida upon corporations.

**ARTICLE V
Capital Stock**

The corporation is authorized to issue ten thousand (10,000) shares of common voting stock having a par value of one cent (\$.01) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be non-assessable.

ARTICLE VI
Registered Office and Agent

The street address of the initial registered office of the corporation shall be 101 East Kennedy Boulevard, Suite 3140, Tampa, Florida 33602, and the name of its initial registered agent at such address shall be Alfred A. Colby.

ARTICLE VII
Directors

The corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE VIII
Initial Director

The name and street address of the initial director of the corporation, who shall serve until his successor or successors are duly elected and qualified, shall be:

Richard E. Whittleton
708 East Tarpon Avenue, Suite 16
Tarpon Springs, Florida 34689

ARTICLE IX
Transactions with Corporations

No contract or other transaction between the corporation and any other corporation, and no other contract or transaction of the corporation, shall in any way be affected or invalidated by the fact that any director or officer of the corporation has a monetary or other interest in the other corporation, or is a director or officer of the other corporation. Any director or officer may be a member, may be a party to, or may have a monetary or other interest in any contract or transaction of the corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of the corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE X

Bylaws

(a) The power to adopt bylaws for the corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of the corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.

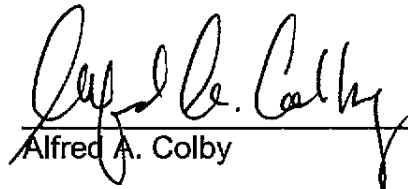
(b) The bylaws of the corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

The undersigned incorporator has executed these Articles of Incorporation this 7th day of January, 2005.



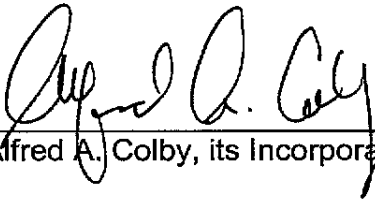
Alfred A. Colby

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Point WorldWide, Inc., desiring to organize under the laws of the State of Florida, has named Alfred A. Colby, 101 East Kennedy Boulevard, Suite 3140, Tampa, Florida 33602, as its agent to accept service of process within the State of Florida.

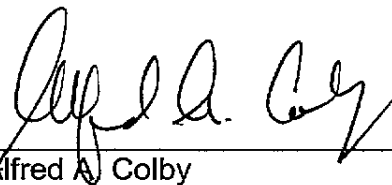
DATED this 7th day of January, 2005.


Alfred A. Colby, its Incorporator

ACCEPTANCE

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

DATED this 7th day of January, 2005.


Alfred A. Colby

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