

Division of Corporations

Page 1 of 1

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INFORM WORLDWIDE HOLDINGS, INC.

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H 0500 0027550 3

**ARTICLES OF INCORPORATION
OF
INFORM WORLDWIDE HOLDINGS, INC.
a Florida Corporation**

**ARTICLE I
NAME**

The name of the Corporation shall be "Inform Worldwide Holdings, Inc."

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address is 2501 North Green Valley Parkway, Suite 110-D, Henderson, NV 89014.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

1. Authorized Stock. The total number of shares which the Corporation shall be authorized to issue shall be 5,500,000,000, of which 5,000,000,000 shares shall be common shares, no par value per share (the "Common Stock"), and 500,000,000 shares shall be preferred shares, no par value per share (the "Preferred Stock").

2. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. The board of directors is authorized to fix the number of shares of any series of Preferred Stock, to determine the designation of any such series and to determine or alter the rights, preferences, privileges, qualifications, limitations and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the board of directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

a. There is hereby designated a series of the Preferred Stock to be called "Series A Preferred Stock" which shall consist of 1,000,000 shares and shall have the rights, preferences, privileges, and restrictions set forth in the Attachment A to these articles and incorporated herein by reference.

b. There is hereby designated a series of the Preferred Stock to be called "Series B Preferred Stock" which shall consist of 10,000,000 shares and shall have the rights, preferences, privileges, and restrictions set forth in the Attachment B to these articles and incorporated herein by reference.

H 0500 0027550 3

**ARTICLE V
PREEMPTIVE RIGHTS**

The shareholders of the Corporation shall have no preemptive rights.

**ARTICLE VI
REGISTERED AGENT**

The Corporation's registered agent in the state of Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE VII
INCORPORATOR**

The name and address of incorporator is Marc A. Indeglia, 1900 Main Street, Suite 125, Irvine, California 92614.

**ARTICLE VIII
POWERS OF THE BOARD OF DIRECTORS**

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors of directors is expressly authorized as follows:

(a) Subject to the bylaws, if any, adopted by the stockholders, to make, alter or amend the bylaws of the Corporation.

(b) To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

(c) By resolution passed by the board of directors, to designate one or more committees, each committee to consist of one or more of the directors of the Corporation, which, to the extent provided in the resolution or in the bylaws of the Corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name and names as may be stated in the bylaws of the Corporation or as may be determined from time to time by resolution adopted by the board of directors of directors.

(d) When and as authorized by the affirmative vote of stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders' meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the board of directors of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as the board of directors deem expedient and for the best interest of the Corporation.

H 0500 0027550 3

ARTICLE IX COMBINATION OR SUBDIVISION OF SHARES

In accordance with Florida Business Corporation Act Section 607.10025, the corporation may effect a division or combination of its issued and outstanding shares of a class or series of capital stock held by each stockholder of record of such class or series solely by resolution or resolutions of the board of directors and without approval of the shareholders of the Corporation even though the percentage of authorized shares of such class or series remaining unissued after the share division or combination will exceed the percentage of authorized shares of such class or series that was unissued before the division or combination. For purposes of this Article VIII, the terms "division" and "combination" mean dividing or combining shares of any issued and outstanding class or series into a greater or lesser number of shares of the same class or series.

ARTICLE X VOTING

Cumulative voting shall not be permitted by the Corporation.

ARTICLE XI LIMITATION OF LIABILITY

To the fullest extent permitted by the Florida Business Corporation Act, as the same exists or may hereafter be amended, a director or officer of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages as a result of any act or failure to act in his capacity as a director or officer; provided, however, that this Article shall not eliminate or limit the liability of a director or officer (a) if it is proven that his act or failure to act constituted a breach of his fiduciary duties and such breach involved intentional misconduct, fraud or a knowing violation of law, or (b) under Section 607.0834 of the Florida Business Corporation Act.

ARTICLE XII INDEMNIFICATION

This corporation is authorized to provide indemnification of any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, through bylaw provisions, or through agreements with such persons, or both, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE XIII PERPETUAL EXISTENCE

The corporation is to have perpetual existence.

H 0500 0027550 3

H 0500 0027550 3

**ARTICLE XIV
SHAREHOLDER MEETINGS**

Meetings of shareholders may be held within or without the State of Florida, as the bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the Florida Business Corporation Act) outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation.

**ARTICLE XV
BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of this corporation, subject to any limitations expressed in such bylaws.

**ARTICLE XVI
AMENDMENT TO ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

Dated: February 1, 2005



Marc A. Indeglia, Incorporator

H 0500 0027550 3

H 0500 0027550 3

ACCEPTANCE OF REGISTERED AGENT FOR SERVICE OF PROCESS

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature of Registered Agent

Jeanine Reynolds
as its agent

2-1-05

Date

H 0500 0027550 3

H 0500 0027550 3

**Attachment A
to
Articles of Incorporation
of
Inform Worldwide Holdings, Inc.
a Florida corporation**

Rights, Preferences, Privileges and Restrictions of Series A Preferred Stock

The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock of Inform Worldwide Holdings, Inc. (the "Corporation"), which series shall consist of One Million (1,000,000) shares are set forth below.

1. There is hereby established a new class of 1,000,000 shares of preferred stock, to be known as *Series A Preferred Stock*, which carries a cumulative dividend of prime rate, as defined by Wells Fargo Bank, from time to time, plus 3% per annum, payable quarterly, if and when declared, and is redeemable and callable by the Corporation at \$1.00 per share and convertible into common shares of the Corporation at the option of the holder thereof at \$1.00 per share, or upon such terms and may be mutually subsequently agreed to by the holder and Inform Worldwide Holdings, Inc. In addition, Series A Preferred Stock shall have superior rights to all other classes of capital stock upon liquidation of Inform Worldwide Holdings, Inc.

H 0500 0027550 3

H 0500 0027550 3

Attachment B
to
Articles of Incorporation
of
Inform Worldwide Holdings, Inc.
a Florida corporation

Rights, Preferences, Privileges and Restrictions of Series B Preferred Stock

The rights, preferences, privileges, and restrictions granted to and imposed on the Series B Preferred Stock of Inform Worldwide Holdings, Inc. (the "Corporation"), which series shall consist of Ten Million (10,000,000) shares are set forth below.

1. **Dividend Rate and Rights.** Holders of the Series B Preferred Stock shall be entitled to receive dividends or other distributions with the holders of the Common Stock on an as converted basis when, as, and if declared by the Directors of the Corporation.

2. **Conversion into Common Stock.**

2.1. **Right to Convert.** Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof and subject to notice requirements of paragraph 3.2, at any time after July 31, 2005, into fifteen (15) shares of Common Stock.

2.2. **Notice of Conversion.** Each Series B Preferred Stock stockholder who desires to convert into the Corporation's Common Stock must provide a ten (10) day written notice to the Corporation of its intent to convert one or more shares of Series B Preferred Stock into Common Stock. The Corporation may, in its sole discretion, waive the written notice requirement and allow the immediate exercise of the right to convert.

2.3. **Mechanics of Conversion.** No fractional shares of Common Stock shall be issued upon conversion of Series B Preferred Stock and the number of shares of Common Stock to be issued shall be determined by rounding to the nearest whole share (a half share being treated as a full share for this purpose). Such conversion shall be determined on the basis of the total number of shares of Series B Preferred Stock the holder is at the time converting into Common Stock and such rounding shall apply to the number of shares of Common Stock issuable upon aggregate conversion. Before any holder shall be entitled to convert, he shall surrender the certificate or certificates representing Series B Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or of any transfer agent, and shall give written notice to the Corporation at such office that he elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series B Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series B Preferred Stock to be converted.

2.4. **Adjustments to Conversion Price - Merger or Reorganization.** In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become

H 0500 0027550 3

H 0500 0027550 3

entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series B Preferred Stock at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series B Preferred Stock into shares of Common Stock pursuant to this Section 2 and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series B Preferred Stock would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights pursuant to Section 3 hereof.

2.5. No Impairment. The Corporation will not, by amendment of its Articles of Incorporation, or through any reorganization transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 2 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series B Preferred Stock against impairment.

2.6. Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price of the Series B Preferred Stock pursuant to this Section 2, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series B Preferred Stock a certificate setting forth such adjustment or readjustment and the calculation on which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series B Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, and (ii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series B Preferred Stock.

2.7. Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend which is the same as cash dividends paid in previous quarter) or other distribution, the Corporation shall mail to each holder of Series B Preferred Stock at least ten (10) days prior to the date specified herein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution.

2.8. Common Stock Reserved. The Corporation shall take such action as is necessary to amend the Articles of Incorporation to authorize such number of shares of Common Stock as shall from time to time be sufficient to effect (a) conversion of the Series B Preferred Stock, and (b) issuance of Common Stock pursuant to any outstanding option, warrant, or other rights to acquire Common Stock.

3. Liquidation Preference.

3.1. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

A. The holders of the Series B Preferred Stock shall be entitled to receive, prior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation

H 0500 0027550 3

H 0500 0027550 3

by reason of their ownership of such stock, an amount equal to \$0.01 per share with respect to each share of Series B Preferred Stock, plus all declared but unpaid dividends with respect to such share.

B. If upon occurrence of a Liquidation the assets and funds then distributed among the holders of the Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series B Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

C. After payment of the full amounts to the holders of Series B Preferred Stock as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

3.2. For purposes of this Section 3, and unless a majority of the holders of the Series B Preferred Stock affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

3.3. If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

4. **Voting Rights.** Except as otherwise required by law, the holders of Series B Preferred Stock and the holders of Common Stock shall be entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote as follows: (i) the holders of Series B Preferred Stock shall have such number of votes as is determined by multiplying (a) the number of shares of Series B Preferred Stock held by such holder, (b) the number of issued and outstanding shares of the Corporation's Class A and Class B Common Stock (collectively, the "Common Stock") on a Fully-Diluted Basis (as hereinafter defined), as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, and (c) 0.0000002; and (ii) the holders of Common Stock shall have one vote per share of Common Stock held as of such date. "Fully-Diluted Basis" shall mean that the total number of issued and outstanding shares of the Corporation's Common Stock shall be calculated to include (a) the shares of Common Stock issuable upon exercise and/or conversion of all of the following securities (collectively, "Common Stock Equivalents"): all outstanding (a) securities convertible into or exchangeable for Common Stock, whether or not then convertible or exchangeable (collectively, "Convertible Securities"), (b) subscriptions, rights, options and warrants to purchase shares of Common Stock, whether or not then exercisable (collectively, "Options"), and (c) securities convertible into or exchangeable or exercisable for Options or Convertible Securities and any such underlying Options and/or Convertible Securities.

H 0500 0027550 3

H 05000027550 3

5. Covenants.

5.1. In addition to any other rights provided by law, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of a majority of the outstanding shares of Series B Preferred Stock, do any of the following:

A. take any action which would either alter, change or affect the rights, preferences, privileges or restrictions of the Series B Preferred Stock or increase the number of shares of such Series authorized hereby or designate any other series of Preferred Stock;

B. increase the size of any equity incentive plan(s) or arrangements;

C. make fundamental changes to the business of the Corporation;

D. make any changes to the terms of the Series B Preferred Stock or to the Corporation's Articles of Incorporation or Bylaws, including by designation of any stock;

E. create any new class of shares having preferences over or being on a parity with the Series B Preferred Stock as to dividends or assets, unless the purpose of creation of such class is, and the proceeds to be derived from the sale and issuance thereof are to be used for, the retirement of all Series B Preferred Stock then outstanding;

F. make any change in the size or number of authorized directors;

G. repurchase any of the Corporation's Common Stock;

H. sell, convey or otherwise dispose of, or create or incur any mortgage, lien, charge or encumbrance on or security interest in or pledge of, or sell and leaseback, all or substantially all of the property or business of the Corporation or more than 50% of the stock of the Corporation in a single transaction; or

I. make any payment of dividends or other distributions or any redemption or repurchase of stock or options or warrants to purchase stock of the Corporation.

J. make any sale of additional Preferred Stock.

6. Reissuance. No share or shares of Series B Preferred Stock acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series B Preferred Stock, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Preferred Stock of the Corporation.

7. Notices. Unless otherwise specified in the Corporation's Articles of Incorporation or Bylaws, all notices or communications given hereunder shall be in writing and, if to the Corporation, shall be delivered to it as its principal executive offices, and if to any holder of Series B Preferred Stock, shall be delivered to it at its address as it appears on the stock books of the Corporation.

H 05000027550 3