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08-20
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Worldwide Phones + Services
Inc.*

Signature

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**ARTICLES OF INCORPORATION
OF
WORLDWIDE PHONES & SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follow:

ARTICLE I
Name and Address

The name of this Corporation is **WORLDWIDE PHONES & SERVICES, INC.**, the mailing and street address of the Corporation is 3511 Strait St., Doraville, GA 30340.

ARTICLE II

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

This Corporation is organized for the purpose of transacting any and all lawful business, including but not limited to ownership, management and operation of healthcare facilities.

ARTICLE IV

This Corporation shall have the power:

- a) To have perpetual succession by its corporate name.
- b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and other use and deal in and with, shares, or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

- h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold its real and personal property as security for the payment of funds so loaned or invested.
- j) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.
- k) To make donations for the public welfare or for charitable, scientific or educational purposes.
- l) To transact any lawful business which the Board of Directors shall find will be in aid of government policy.
- m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for an or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- n) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Florida Business Corporation Act within or with the State of Florida.

- o) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.
- p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- r) To have and exercise all powers necessary or convenient to affect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 10,000 shares of \$0.50 par value common stock, which shall be designated Common Shares.

ARTICLE VI

Three Hundred (300) authorized shares of the common stock of the corporation shall be issued to the following upon the terms and conditions set forth in the stock subscription agreement executed by the incorporator.

<u>NAME</u>	<u>SHARES</u>	<u>ADDRESS</u>
MIRTHA ROJAS	300	3511 Strait St., Doraville, GA 30340

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 16004 Robey Court, Tampa, Florida, 33647, and the name of its initial registered agent at such address is Viodelda de Sanchez.

ARTICLE VIII

Initial Board of Directors

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Mirtha Rojas	3511 Strait St., Doraville, GA 30340

ARTICLE IX

Incorporator

The name and address of the person signing these Articles is:

MIRTHA ROJAS

3511 Strait St.

Doraville, GA 30340

ARTICLE X

Bylaws

The power to adopt, alter, amend, repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE XI

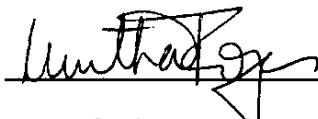
Amendment

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

ARTICLE XII
Pre-Emptive Rights


Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 1st day of August, 2007.


_____, 8/2/07
Mirtha Rojas Date

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, 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.


_____, 08/07/07
Viodelda de Sanchez Date

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