

P950000 15951

February 13, 1995

SECRETARY OF STATE
CORPORATE RECORDS BUREAU
DIVISION OF CORPORATION
DEPT. OF STATE
P.O. BOX 6327
TALLAHASSEE, FL 32314

FILED
SECRETARY OF STATE
95 FEB 21 11:03 AM '95
TALLAHASSEE, FL

Re: **WORLDPATH CORPORATION**

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of US\$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very Truly yours,

Sylvia Graciela Martino Del Boca
WorldPath Corporation
121 Crandon Blvd. Suite 249
Key Biscayne, FL 33149

W95-3655

MH
2-27-95

**ARTICLES OF INCORPORATION
OF
WORLDPATH CORPORATION**

TO: The Honorable Secretary of the State of Florida

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be:

WORLDPATH CORPORATION

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The corporation may transact any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1000 all of which shall be common shares with par value of US \$ 1.00.

FILED
95 FEB 24 11 10 AM '95
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI

DIRECTORS

VIa) The Board of Directors of the corporation shall consist of no less than one (1) nor more than seven (7) members.

VIb) The composition of the first Board of Directors is as follows:

President-Treasurer-Secretary-Director
Director

Silvia Graciela Martino Del Boca
Adrian Del Boca

ARTICLE VII

REGISTERED OFFICE

The address of the initial registered office of the corporation is: 121 Crandon Blvd., Suite 249, Key Biscayne, Florida 33149 and the name of the initial registered agent is Silvia Graciela Martino Del Boca.

ARTICLE VIII

INCORPORATOR

The name of the incorporator is: Silvia Graciela Martino Del Boca whose address is 121 Crandon Blvd. Suite 249, Key Biscayne, Florida 33149.

ARTICLE IX

MAILING ADDRESS OF CORPORATION

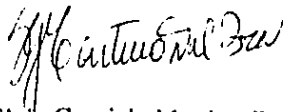
The address of the corporation is: 121 Crandon Blvd. Suite 249, Key Biscayne, Florida 33149.

ARTICLE X

ACCEPTANCE OF DUTIES AS REGISTERED AGENT

Having been named as registered agent herein, the undersigned Silvia Graciela Martino Del Boca, hereby agrees to accept service of process within the State of Florida for the corporation at the place designated in these Articles' to otherwise act in the capacity of registered agent, to comply with the provisions of the Act relative to keeping open said office.

IN WITNESS WHEREOF, I have subscribed my name This February 13, 1995.



Silvia Graciela Martino Del Boca
Registered Agent

CORPORATE RESOLUTION

I, Silvia Graciela Martino Del Boca, being the sole shareholder of **WORLDPATH Corporation**, hereby vote for the following resolution:

THAT, the following individuals are appointed to the initial Board or Directors:

Silvia Graciela Martino Del Boca
Adrian Del Boca

THAT, the following individual shall act as officers of **WORLDPATH Corporation**, in the capacities according to the offices to which they have been appointed:

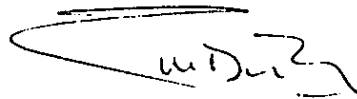
Silvia Graciela Martino Del Boca	President-Treasurer-Secretary
Adrian Del Boca	Director

THAT, the initial Directors may, independently, act to appoint additional Directors and/or officers.

RESOLVED, this day of February 13, 1995

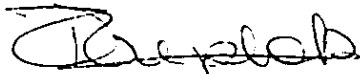


Silvia Graciela Martino Del Boca
Shareholder - Director



Adrian Del Boca
Director

APPROVED BEFORE ME THE ABOVE NOTED INDIVIDUALS,
PERSONALLY KNOWN TO ME, THIS 13TH DAY OF
FEBRUARY, 1995.



FABIO KREPLAK

NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION EXPIRES: May 15, 1995.
NOTARIAL THRU NOTARY PUBLIC UNDERWRITERS

P95000015951

Director's Name

ADRIAN DEL BOCA, M.D.
240 WILLOUGHBY ST., APT. 13J
BROOKLYN, NY 11207

City/State/Zip Phone #

Office Use Only

96 OCT 28 PM 3:37
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

300001957933
09/26/96 - 01058 - 013
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

U6/d.3

VS OCT 30 1996

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 3, 1996

ADRIAN DEL BOCA, M.D.
240 WILLOUGHBY ST., APT. 13J
BROOKLYN, NY 11207

SUBJECT: WORLDPATH CORPORATION
Ref. Number: P95000015951

We have received your document for **WORLDPATH CORPORATION** and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The subject corporation was administratively dissolved on August 23, 1996 for failure to file its 1996 annual report.

To voluntarily dissolve this corporation, a notarized affidavit must accompany the Articles of Dissolution stating that the corporation has no intention of revoking this voluntary dissolution, and that its name is available for immediate use by any other corporation. Or, a statement to this effect can be contained in the Articles of Dissolution.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 096A00045231

ARTICLES OF DISSOLUTION

FILED
96 OCT 28 PM 3:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: WORLD Path Corporation

SECOND: The articles of incorporation were filed on: 2/24/95

THIRD. (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 30 day of June February 1996

Signature *Silvia Graciela Martino Del Boca*
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

SILVIA GRACIELA MARTINO DEL BOCA
(Typed or printed name)

President
(Title)

Adrian Del Boca, MD, MSEE
240 Willoughby St., Apt. 13J
Brooklyn, NY 11201

October 11, 1996
096A00045231

Ms. Velma Shepard
Corporate Specialist
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Ref. Number: P95000015951

WorldPath Corporation has no intention of revoking this voluntary dissolution. Its name is available for immediate use by any other corporation.

STATE OF NEW YORK
COUNTY OF KINGS
SWORN TO BEFORE ME

Very truly yours,


Silvia G. Martino Del Boca


10/15/96

DAVID EDELSON
Notary Public, State of New York
No. 24-01ED6146820
Qualified in Kings County
Commission Expires Nov. 30, 1998

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No. 24-01ED6146820
Qualified in Kings County
Commission Expires Nov. 30, 1998