

P950000022256

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

1995 MAR 20 PM 1:00

TALLAHASSEE, FLORIDA

Rd
3/20/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>AFC</i>	_____	_____

WALK-IN
 Will Pick Up *3/21/95*

RE: Clark H. Teekrachik
FAX

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. Filo	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership Filo	_____	_____
Foreign Corp. Filo	_____	_____
<input checked="" type="checkbox"/> Cont. Copy(u)	_____	_____
Art. of Amend. Filo	_____	_____
Dissolution/Withdrawal	+++	+++
C U S	_____	_____
Fictitious Name Filo	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Hrg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 Filo	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prop.	_____	_____
FAX () pgs.	_____	_____

SUBTOTALS _____

Fee.....	\$ _____
Disbursed.....	\$ _____
Surcharge.....	\$ _____
Tax on corporate supplies.....	\$ _____
Subtotal.....	\$ _____
Prepaid.....	\$ _____
Balance Due.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per annum.

THANK YOU
 from
 Your Capital Connection

FILED

155 LFR 20 7/1/02

ARTICLES OF INCORPORATION

OF

FLORIDA

WORLDTel INTERACTIVE, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is WORLDTel INTERACTIVE, INC., and the principal office of the corporation is located at 1061 E. Indiantown Road, Suite 400, Jupiter, Florida 33477.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations 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 TEN THOUSAND (10,000), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32301, and the name of the initial registered agent at that address is Capital Connection, Inc.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than fifteen members. The names and addresses of the first Board of Directors are:

Stephen LaChapelle
2828 Donald Douglas Loop North
#22
Santa Monica, California 90405-2959

ARTICLE VII. ACTION WITHOUT A MEETING

Any action which may be taken at a meeting of the shareholders and/or directors may be taken without a meeting, without prior notice and without a vote. If a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders and/or directors entitled to vote with respect to the subject matter thereof.

ARTICLE VIII. INCORPORATOR

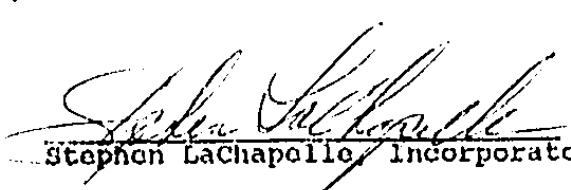
The name and address of the incorporator is:

Stephen LaChapelle
2828 Donald Douglas Loop North
#22
Santa Monica, California 90405-2959

ARTICLE IX. ISSUANCE OF SHARES

The corporation may issue stock in exchange for a written promise to perform services in the future upon written notice to all shareholders prior to the next shareholders' meeting or upon the shareholders' written consent.

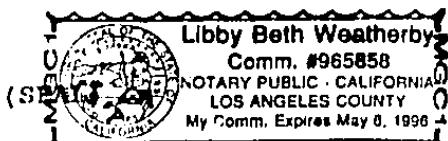
3-17-95 IN WITNESS WHEREOF, I have subscribed my name this

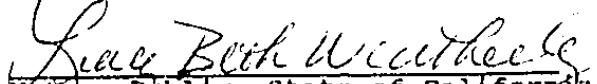

Stephen LaChapelle, Incorporator

STATE OF CALIFORNIA
COUNTY OF Los Angeles

On this day personally appeared before me, the undersigned authority, Stephen LaChapelle, known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 17th day of March, 1995.




Libby Beth Weatherby
Notary Public, State of California
My Commission Expires: 5-6-96

11-11

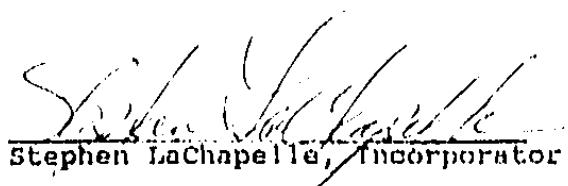
11-11-1985

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMESTIC
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501(3) Florida
Statutes, the following is submitted:

WORLDTEL INTERACTIVE, INC., desiring to organize under
the laws of the State of Florida, with its principal place of
business at 1061 E. Indiantown Road, Suite 400, County of Palm
Beach, State of Florida, has named Capital Connection, Inc.,
located at 417 E. Virginia Street, Suite 1, Tallahassee, Florida
32301, as its agent to accept service of process within Florida.

DATE: 5/14/95


Stephen LaChapelle, Incorporator

Having been named to accept service of process for the
above stated Corporation, at the place designated in this
Certificate, 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.

DATE: 5-20-95

CAPITAL CONNECTION, INC.

BY: MARINA KELLY
Its: REGISTERED AGENT
Registered Agent