

P95000034193

April 26, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
95 MAY -2 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: Worldwide Education and Business Services, Inc. d/b/a WEBS International, Inc.

Gentlemen:

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

Sincerely,

*E.H. Woody Williams*

E.H. Woody Williams

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\*\*\*122.50 \*\*\*122.50

WEBS International, Inc.  
3113 Highland Avenue West  
Bradenton, Florida 34205-2919  
Phone: 813-749-0478 - Beeper 813-795-9785  
Fax: 813-750-8375

Woody GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT delete d/b/a  
DATE 5-3-95  
DOC. EXAM ST

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Articles of Incorporation  
of  
Worldwide Education and Business Services, Inc.

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FILED  
95 MAR -2 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Article I  
Name

The name of this corporation is Worldwide Education and Business Services, Inc.

Article II  
Term of Corporate Existence

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Florida Department of State.

Article III  
Permitted Activity

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the United States and Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

Article IV  
Authorized Shares

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

Article V  
Preemptive 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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### Article VI

##### Registered Office and Agent

The initial registered office of the corporation on initial place of business is 3113 Highland Avenue West, Bradenton, Florida 34205-2919. The initial registered agent is: E.H. Woody Williams.

#### Article VII

##### Directors

The business of the corporation shall be managed by a Board of Directors consisting of four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1) person. the names and addresses of the initial director(s) of the corporation are as follows:

Jeffrey L. Anthony  
Ejdergatan 10F  
41668 Goteborg  
Sweden  
Phone/fax 46-31-252512

Marie Anthony  
Ejdergatan 10 F  
41668 Goteborg  
Sweden  
Phone/Fax 46-31-252512

E.H. Woody Williams  
3113 Highland Avenue West  
Bradenton, Florida 34205-2919  
Phone: 813-749-0478  
Fax: 813-750-8375

T. Fay Williams  
3113 Highland Avenue West  
Bradenton, Florida 34205-2919  
Phone: 813-749-0478  
Fax: 813-750-8375

#### Article VIII

##### Incorporator

The name and address of the Incorporator is: E.H. Woody Williams, 3113 Highland Avenue West, Bradenton, Florida 34205-2919

Article IX  
Indemnification

Every person now or hereafter serving as Director, officer or employee of the corporation shall be indemnified and held harmless by the corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, officer or employee of the corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suite or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this  
27 day of APRIL, 1995

  
E.H. Woody Williams

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

Worldwide Education and Business Services, Inc.

95 MAY -2 PM 2:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the state of Florida with  
its registered office as indicated in the Articles of Incorporation at: 3113 Highland  
Avenue West, Bradenton, Florida 34205-2919 has named E.H. Woody Williams,  
located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

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

Signature:

*E.H. Woody Williams*  
E.H. Woody Williams (Registered Agent)

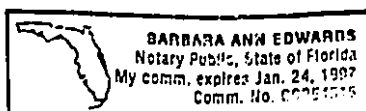
Date: April 27, 1995

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State  
and County set forth above, personally appeared E.H. Woody Williams, who is personally  
known to me and who is known to be and known by me to be the person who executed  
the foregoing Articles of Incorporation, and he acknowledged before me that he executed  
those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above,  
this 27 day of April, 1995

My Commission Expires:



*Barbara Ann Edwards*  
NOTARY PUBLIC, State of Florida  
At Large

*Barbara Ann Edwards, Notary Public*  
Print Name and Title