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WEALTH LAW

A LAW PARTNERSHIP OF PROFESSIONAL CORPORATIONS

DAVID H. TEDDER
Member of the California Bar
Not Admitted in Florida

1200 WEST SR 434, STE. 202
LONGWOOD, FLORIDA 32750
TELEPHONE (407) 260-0000
TELECOM (407) 260-1408
or (407) 260-8207

August 3, 1995

SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

To Whom it May Concern:

Enclosed please find Articles of Incorporation for Wealth Astute International Network, Inc. I have enclosed a Federal Express return envelope for the expeditious return of the filed documents.

If there are any questions please contact me at (407)260-0099.

Thank you very much for your assistance in this matter.

Sincerely,
WEALTH LAW

Tracey Foushi
Tracey Foushi
Paralegal

enclosure

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TALLAHASSEE, FLORIDA

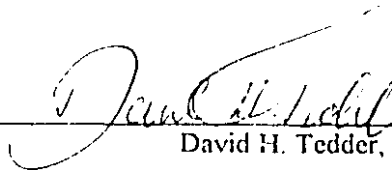
WRITTEN CONSENT
OF
INCORPORATOR TO
ORGANIZATIONAL ACTION - LAHASSL
OF
WEALTH ASTUTE INTERNATIONAL NETWORK, INC.

Under Section 607.0205 of the Florida Business Corporation Act

The following action is taken this day through this instrument by the incorporator of the above-named corporation.

The election of the following person to serve as the director of the corporation until the first shareholders' meeting at which directors are elected:

Joseph Sgarlata



David H. Tedder, Incorporator

ARTICLES OF INCORPORATION
OF
WEALTH ASTUTE INTERNATIONAL NETWORK, INC

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TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act

FIRST The corporation name for the corporation (hereinafter called the "corporation") is Wealth Astute International Network, Inc.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 1200 West State Road 434, Suite 300, Longwood, Florida 32750

THIRD: The mailing address, wherever located, of the corporation is 1200 West State Road 434, Suite 300, Longwood, Florida 32750.

FOURTH The number of shares that the corporation is authorized to issue is 100 all of which are at \$0.00 par value and are of the same class and are to be Common shares

FIFTH: The street address for the initial registered office of the corporation in the State of Florida is 1200 West State Road 434, Suite 202, Longwood, Florida 32750.

The name of the initial registered agent of the corporation at the said registered office is David H. Tedder.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH The name and the address of the incorporator are:

NAME

ADDRESS

David H. Tedder

1200 West State Road 434, Suite 202
Longwood, Florida 32750

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TALLAHASSEE, FLORIDA

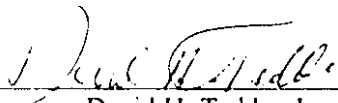
SEVENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporations Act.

EIGHTH The duration of the corporation shall be perpetual

NINTH The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person

TENTH Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act

Signed on _____



David H. Tedder, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree 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.

WEALTH LAW

By: David H. Tedder

David H. Tedder

Date: 7/1

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