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FLORIDA BAR
BOARD CERTIFIED
TAX LAWYER

August 29, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400001578454
-09/06/95--01057--011
*****70.00 *****70.00

RE: WorldNet Communications, Inc.

Enclosed are the original Articles of Incorporation for the above named proposed Florida corporation.

Also enclosed is a check in the amount of \$70.00 representing the fees for filing and Designation of Resident Agent.

Thank you for your assistance in this matter.

Very truly yours,



DAVID P. JOHNSON

DPJ:bms
Enclosure
cc: Todd L. Mayo

FILED
1995 SEP 18 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-95-18123

RECEIVED SEP 8 1995

502



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 11, 1995

DAVID P JOHNSON ESQUIRE
2201 RINGLING BLVD SUITE 104 & 105
SARASOTA, FL 34237

SUBJECT: WORLDNET COMMUNICATIONS, INC.
Ref. Number: W95000018173

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for WORLDNET COMMUNICATIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 895A00041669

**Articles of Incorporation
of
WorldNet Communications Ltd., Inc.**

FILED
1995 SEP 18 PM 3:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is WorldNet Communications Ltd., Inc.

ARTICLE II

The address of the principal office of the Corporation is 1605 Main Street, Suite 1103, Sarasota, Florida 34236. The mailing address of the Corporation is 1605 Main Street, Suite 1103, Sarasota, Florida 34236.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 100,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is 1605 Main Street, Suite 1103, Sarasota, Florida 34236. The initial Registered Agent for the Corporation at that address is Todd L. Mayo.

ARTICLE V

The initial Board of Directors shall consist of two members. The name of the persons who will serve on the initial Board of Directors are: TODD L. MAYO and RICHARD L. THOMAS.

ARTICLE VI

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

Name

Address

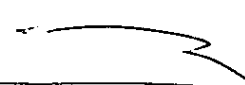
Todd L. Mayo

1605 Main Street, Suite 1103
Sarasota, Florida 34236

ARTICLE VII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of September, 1995.

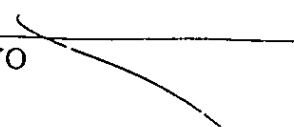

TODD L. MAYO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WorldNet Communications Ltd., Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: 9-13-95


TODD L. MAYO