

TRANSMITTAL LETTER

P96000013752

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

SUBJECT: World Access Multi-Media, Inc
(Proposed corporate name - in ...)

Enclosed is an original and one (1) copy of t
for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

SCOTT C. Messier
Name (printed or typed)

5375 Avenida Encinas #B
Address

CARLSBAD, CA 92008
City, State & Zip

(619) 930-3911
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95FEB-8 PM 3:03

FILED

 2/8
NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

World Access Multi-MEDIA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1525 Coral OAK LANE

VERO BEACH, FL

32963

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 3 classes

1. No PAR VALUE Common - 10,000,000 (Ten Million)
2. PAR VALUE \$2 CONVERTIBLE Preferred 8% - 1,000,000 (One Million)
3. No PAR VALUE CLASS C CONVERTIBLE Preferred - 500,000 (Five Hundred Thousand)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Judith A. Messier

1525 Coral OAK LANE

VERO BEACH, FL.

32963

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

SCOTT C. Messier
5875 Avenida ENCINAS #13
CARLSBAD, CA 92008

PRES./D

Terry MAEDCHE - CEO/D
263 26TH STREET
DEL MAR, CA. 92014

Michael G. Pfeiffer CEO/D
2515 CAMINO DEL MAR #14
DEL MAR, CA 92014

Steve W. EVANS - NP/D
263 26TH STREET
DEL MAR, CA 92014

* SEE ATTACHED V

Judith A. MESSIER - Sec/D
1525 CORAL OAK LANE
VERO BEACH, FLA. 32963

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

7TH day of FEBRUARY, 19 96.

Scott C. Messier
Signature

[Signature]
Signature

[Signature]
Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

Terry Maedche
SIGNATURE

x Judith A. Messier
SIGNATURE

Article V
ARTICLES OF INCORPORATION
OF
World Access Multi-Media, Inc.

The undersigned, being a natural person of full age and acting as the incorporator for the purpose of forming the business corporation hereinafter named pursuant to the provisions of the Corporations Code of the State of Florida, does hereby adopt the following articles of incorporation.

FIRST: The name of the corporation (hereinafter referred to as the "corporation") is World Access Multi-Media, Inc.

SECOND: The existence of the corporation is perpetual.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the sections of the General Corporation Law of Florida, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Florida Corporations Code.

FOURTH: The name and the complete business or residence address within the State of Florida of the corporation's initial agent for service of process within the State of Florida in accordance with the provisions of the Corporations Code of the State of Florida are as follows:

NAME

Judith A. Messier

ADDRESS

1525 Coral Oak Lane
Vero Beach, Florida 32963

FIFTH: The total number of shares which the corporation is authorized to issue is 10,000,000 all of which are three classes: 1. No par value common- 10,000,000

2. Par Value \$2.00 Conv. Preferred 8%- 1,000,000

3. No par value class C conv. preferred-500,000

The Board of Directors of the corporation may issue any or all of the aforesaid authorized shares of the corporation from time to time for such consideration as it shall determine and may determine from time to time the amount of such consideration, to be credited to paid in surplus.

SIXTH: In the interim between meetings and shareholders held for the election of directors or for the removal of one or more directors and the election of the replacements thereat, any vacancy which results by reason of the removal of a director or directors by the shareholders entitled to vote in an election of directors, and which has not been filled by said shareholders, may be filled by a majority of the directors then in office, whether or not less than a quorum, or by the sole remaining director, as the case may be.

SEVENTH: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

EIGHTH: The corporation is authorized to provide indemnification of agents for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with agents, or both, in excess of the indemnification otherwise permitted by the Corporations Code, subject to the limits on such excess indemnification set forth in the Corporations Code.

Signed on February 7, 1996


Scott Messier, Incorporator


Judith A. Messier, Incorporator


Steve W. Evans, Incorporator


Michael G. Pfeiffer, Incorporator


Terry Maedche, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

World Access Multi-Media, Inc.

2. The name and address of the registered agent and office is:

Judith A. Messier
(NAME)

1525 Coral Oak Lane
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Vero Beach, FL 32963
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and 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 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.

x Judith A. Messier
(SIGNATURE)

2/7/96
(DATE)