P960000028676

TRANSMITTAL LETTER

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

	11 Worldwide, 1	ne . name - must include su	ffix)	
Enclosed is an original				400001759594 -03/27/9601061004 ****131.25 ****131.25 and a check
for : \$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	#122.50 Filing Fee & Certified Copy Additional Copy	x \$131.25 Filing Fee, Certified Copy & Certificate y Required	
FROM:		Schmidhofer (printed or typed)		96 H SECT
	<u>Miami Beac</u> Ci t (305) 534-	y, State & Zip	FILED 96 HAR 27 PH 3: 58 SECRETARY OF STATE ALLAHASSEE. FLORIDA	
	, Dayume	relepione number	· / AL	APR - 2 1995

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

ARTICLES OF INCORPORATION

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SECRETARY OF STATE 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: Parnell Worldwide, Inc.

ARTICLE II PRINCIPAL OFFICE

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

1000 Michigan Avenue #607 Miami Beach, Florida 33139

ARTICLE III SHARES

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

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Marianne Schmidhofer 1000 Michigan Avenue #607 Miami Beach, Florida 33139

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):

MANS-PETER SCHMIDHOFER - PRESIDENT Parnell Worldwide, Inc. 1000 Michigan Avenue #607 Miami Beach, Florida 33139

Marianne Schmidhofer - VICE PRESIDENT Parnell Worldwide, Inc. 1000 Michigan Avenue #607 Miami Beach, Florida 33139

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

21 day of MARCH 1996.

(An additional article must be added if an effective date is requested.)

Signature

Signature

Signature

Notarization is not required

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

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: Purnel	1 Worldwide, Inc.	
2.	The name and address of the registered agent	and office is:	6 期2
Marianne Schmid		fer VAME)	SEE FE
	1000 Michigan Ave (P.O. Box or Mail Drog	nue #607 p Box <u>NOT</u> acceptable)	TATE CHIEF
	Minmi Beach, Flor (CITY/S	1dn 33139 STATE/ZIP)	

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.

Marian Schulhofer March 21 1996 (SIGNATURE) (DATE)