RE:

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Malling Address: Post Office Box 10349, Tallahassee, Fl. 32302 TOLL FREE No. 1-800-J42-8062

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11-2529-7 PONDER'S INC., THOMASVILLE, GA.

WALK-IN

Will Pick Up _

Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum,

THANK YOU from Your Capital Connection

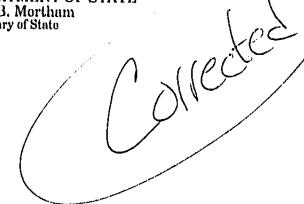


FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 11, 1996

CAPITAL CONNECTION, INC. P O BOX 10349 TALLAHASSEE, FL 32302

SUBJECT: WORLDCO, INC. Ref. Number: W96000007932



We have received your document for WORLDCO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

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) 487-6915.

Pamela Hall Document Specialist

Letter Number: 896A00016773

ARTICLES OF INCORPORATION

96 APR 12 PH 2:31

SECRETARY OF STATE TALLARASSEE, FLORIDA

OF

WORLDCO, INC.

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

ARTICLE I: NAME

The name of the corporation is WORLDCO, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 4376 Beechwood Lake, Naples, FL 33962.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is James Goding Jones, P.A., 1207 Third Street South, Suite 2, Naples, Florida 33940.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Anthony A. Ederati, 4376 Beechwood Lake, Naples, FL 33962.

The undersigned has executed these Articles of Incorporation this 11th day of April 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

96 APR 12 PM 2:31

Pursuant to the provisions of section 607.0501, Florida ASTATUTE ORIDA the mentioned 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: WORLDCO, INC.
- 2. The name and street address of the registered agent and office:

James Soding Jones, P.A. ... 1207 Third Street South, Suite 2 Naples, Florida 33940

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DEGIGNATED 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.

James G. Jones