

P960000 46832

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

R CHASSER JUN 4 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE 6/3/96 _____

TIME 1:30 _____ CK No. _____

BY CD _____

WALK-IN _____
Will Pick Up _____

11-2529-7 PONDERS INC., THOMASVILLE, GA.

RE: Worldwide Digital
Communications, Inc.

	C.C. Fee	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B.		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Restatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

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

96 JUN -3 AM 8:18
RECEIVED
DIVISION OF CORPORATION

96 JUN -3 PM 3:29
RECEIVED
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
WORLDWIDE DIGITAL COMMUNICATIONS, INC.

FILED
26 JUN -3 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Worldwide Digital Communications, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is c/o Michael B. Chesal, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 S. Biscayne Boulevard, Miami, Florida 33131, and the corporation's mailing address is c/o Michael B. Chesal, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 S. Biscayne Boulevard, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Michael B. Chesal. The street address of the corporation's initial registered office is 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

Dan Dailey
c/o Michael B. Chesal
Kluger, Peretz, Kaplan & Berlin, P.A.
1970 Miami Center
201 S. Biscayne Boulevard
Miami, Florida 33131

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Michael B. Chesal, 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of May, 1996.

By: 

MICHAEL B. CHESAL

CERTIFICATE OF REGISTERED AGENT
OF
WORLDWIDE DIGITAL COMMUNICATIONS, INC.

FILED
96 JUN -3 AM 8:15
TALLAHASSEE, FLORIDA

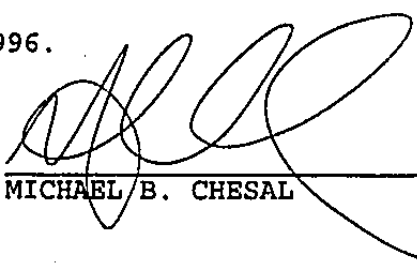
Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That Worldwide Digital Communications, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Michael B. Chesal, Esq. located at 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 31st day of May, 1996.



MICHAEL B. CHESAL

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Worldwide Digital Communications, Inc.

	C. FEE.	DISBURSED
<input type="checkbox"/> Corp. Name Change		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Book		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
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<input type="checkbox"/> C U B.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

RECEIVED
 85 DEC 20 11:18
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Volun. Dissolved 12/20/96

REQUEST TAKEN CONFIRMED APPROVED
 DATE 12/20
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 11:30 *AK*

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

ARTICLES OF DISSOLUTION BY THE
INITIAL DIRECTOR OF
WORLDWIDE DIGITAL COMMUNICATIONS, INC.

Pursuant to FSA § 607.1401, this Corporation submits the following articles of dissolution:

1. The name of the Corporation is Worldwide Digital Communications, Inc.
2. The date of its incorporation was June 3, 1996.
3. None of the Corporation's shares has been issued.
4. No debt of the Corporation remains unpaid.
5. The dissolution was authorized by the sole initial director.
6. These articles will be effective on filing.

Date: 12/17/96.

D. L. Dailey
Daniel Dailey, Initial Director

FILED
96 DEC 20 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF DANIEL L. DAILEY,
INITIAL DIRECTOR OF
WORLDWIDE DIGITAL COMMUNICATIONS, INC.

BEFORE ME, the undersigned authority, personally appeared DANIEL L. DAILEY, who, after being duly sworn under oath, deposes and states as follows:

1. My name is Daniel L. Dailey and I am over the age of 18 years and I am competent to make this Affidavit.
2. I make this Affidavit on my own personal knowledge.
3. I am the initial director of Worldwide Digital Communications, Inc., a Florida corporation.
4. The Corporation was dissolved on December 20, 1996.
5. Pursuant to Florida Statute § 607.1405(4), the Corporation authorizes the use of its name by Worldwide Digital Communications Corp., a Delaware corporation, for its use in transacting business in Florida.

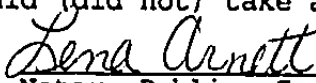

FURTHER AFFIANT SAYETH NAUGHT.


DANIEL L. DAILEY, Initial Director

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3rd day of December, 1996, by DANIEL L. DAILEY, as Initial Director of Worldwide Digital Communications, Inc., who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.




Lena Arnett
Notary Public, Commission No.  MY COMMISSION # CC874809 EXPIRES September 8, 2000
BONDED THRU TROY FARM INSURANCE, INC.

Name of Notary typed, printed or stamped