

996000058473



networks

PRESTON HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 979560 7110970

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : June 7, 1996

ORDER TIME : 3:28 PM

ORDER NO. : 979560

CUSTOMER NO: 7110970

CUSTOMER: Mr. Burl Sheppard
MR. BURL SHEPPARD

300001891683

6261 N.w. 6th Way, Suite 203

Fort Lauderdale, FL 33309

DOMESTIC FILING

NAME: WORLD-NET INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 11 AM 9:48

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 11 AM 9:48

ARTICLES OF INCORPORATION
OF
WORLD-NET INTERNATIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WORLD-NET INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 6261 Northwest 6th Way, Suite 203, Ft. Lauderdale, Florida 33309 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Burl Sheppard

5420 Lyons Road #107
Coconut Creek, Florida 33073

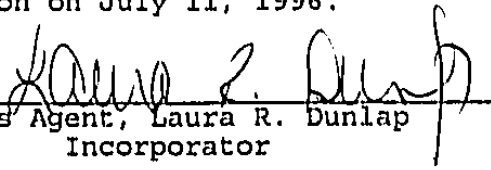
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VII. INCORPORATOR 96 JUL 11 AM 9:48

The name and street address of the incorporator to
these Articles of Incorporation:

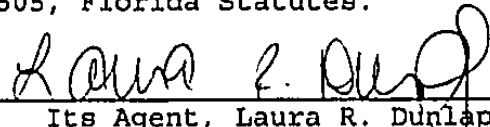
Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on July 11, 1996.


Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

DGS

996000058473

PHONE: (804) 643-1994
FAX: (804) 783-6507

WRITER'S E-MAIL ADDRESS:
ceagles@wmcd.com

WRITER'S DIRECT DIAL:
(804) 783-6537

WILLIAM S MULLEN
CHRISTIAN & DOBBINS
ATTORNEYS & COUNSELORS AT LAW

CENTRAL FIDELITY BANK BUILDING
TWO JAMES CENTER
1021 EAST CARY STREET
P.O. BOX 1320
RICHMOND, VIRGINIA 23210-1320

OFFICES IN
RICHMOND
WASHINGTON, D.C.
LONDON

AFFILIATE OFFICE:
RIYADH

INTERNET ADDRESS:
<http://www.wmcd.com>

June 2, 1997

Secretary of State
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

400002204131-8
-06/06/97--01070--003
*****35.00 *****35.00

Re: World-Net International, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of Articles of Amendment of the Articles of Incorporation of World-Net International, Inc. changing the name of the corporation to WorldNova ComNet, Inc. Our check in the amount of \$35.00 is also enclosed to cover your fee for filing same.

Please return evidence of this filing to the undersigned in the enclosed stamped, self-addressed envelope.

With best regards, I am

Sincerely,

Cathy Eagles

Catherine W. Eagles
Corporate Paralegal

/cwe
Enclosures

cc: A. Brent King, Esquire

MC
CPG
6/17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN -6 AM 8:48

FILED

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
WORLD-NET INTERNATIONAL, INC.**

1. The name of the Corporation is WORLD-NET INTERNATIONAL, INC.
2. The first sentence of Article I of the Corporation's Articles of Incorporation is hereby deleted in its entirety and substituted with the sentence set forth below. Article I shall otherwise remain in full force and effect.

The name of the corporation shall be: WorldNova ComNet, Inc.

3. The following article shall be added to the Articles of Incorporation of the Corporation as Article VIII:

ARTICLE VIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The officers and directors of the corporation shall be indemnified by the corporation to the maximum extent permitted under Florida law.

4. The foregoing amendments (the "Amendments") were adopted on May 27, 1997.
5. The Amendments were approved by the unanimous written consent of the Board of Directors and recommended to the shareholders of the Corporation on May 27, 1997. The Amendments were approved by the unanimous written consent of the shareholders on May 27, 1997.

FILED
97 JUN - 6 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of the Corporation declares that the facts herein stated are true as of May 20, 1997.

WORLD-NET INTERNATIONAL, INC.

By: Burl R. Sheppard
Burl R. Sheppard
Title: President

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