

Altorney & Counseller at Law

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MEMBER FLORIDA, NEW YORK & WASHINGTON, D.C. BAR ASSOCIATIONS

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July 12, 1996

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

RE: WORLDWIDE FINANCIAL CORPORATION

Dear Sir/Madam:

Enclosed please find the following:

- 1. Original Articles of Incorporation for WORLDWEDE FINANCIAL CORPORATION.
  - Original Designation and Acceptance of Registered Agent.
- 3. My check #2616 in the amount of \$122.50 made payable to Division of Corporation Secretary of State.
- 4. One copy of Articles of Incorporation and Designation and Acceptance of Registered Agent.

Please return the copy of the Articles and Designation stamped with the filing date and time in the enclosed self-stamped addressed envelope.

Thank you for your prompt attention with regard to this matter.

W-14828

LJM:dm Enclosure Very truly yours,

ANRENCE JOHN MIANO, P.A.

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# Bawrence John Miano, P.A.

Attorney & Sounsellar at Law

110 TOWER - BUITE 1030 110 BOUTHEART SIN BTREET FORT LAUDERDALE, FLORIDA 33301 TELEPHONE: (054) 463-3665

MEMBERI FLORIDA, NEW YORK & WABHINGTON, D.O. BAH ABBOCIATIONS

July 22, 1996

Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399 Attn: Kimberly Rolfe, Document Specialist

RE: WORLWIDE FINANCIAL CORPORATION

Dear Ms. Rolfe:

This will confirm my secretary's conversation with Loria from your office, on Friday, July 20, 1996, that Loria stated to my secretary Donna, that in order for my client to use the name Worldwide Financial Corporation, we must write you a letter stating that we do not object to the name of Worldwide Financial Corporation being close to the name of Worldwide Finance Corp. that is already registered with the Secretary of State.

I would appreciate it if you would follow through with registering the name Worldwide Financial Corporation and file the enclosed papers herewith. Also, you have in your possession the check for \$122.50, with the initial papers that you received on July 12, 1996.

If you have any questions with regard to this, please call my office first before you send any papers back to my office.

Thank you for your prompt attention with regard to this

Very truly yours

AWRENCE JOHN MIANO, P.A.

LJM:dfm Enclosure



#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 16, 1996

LAWRENCE JOHN MIANO, P.A. 110 TOWER-SUITE 1630 110 SOUTHEAST 6TH STREET FORT LAUDERDALE, FL 33301

SUBJECT: WORLDWIDE FINANCIAL CORPORATION

Ref. Number: W96000014828

We have received your document for WORLDWIDE FINANCIAL CORPORATION 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Kimberly Rolfe Document Specialist

Letter Number: 996A00034392

#### ARTICLES OF INCORPORATION

OF

## WORLDWIDE FINANCIAL CORPORATION

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

#### ARTICLE I

The name of the corporation is WORLDWIDE FINANCIAL CORPORATION

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock, each share having value of (1.00) one dollar par value.

#### ARTICLE IV

The amount of capital with which this corporation shall begin business is \$500.00.

#### ARTICLE V

This corporation shall have perpetual existence.

#### ARTICLE VI

The initial street address of the principal office of this corporation is: 110 Tower - 110 S.E. 6th Street, Suite 1630, Fort Lauderdale, Florida 33301.

#### ARTICLE VII

The corporation shall have one director(s) initially, whose name and street address is as follows: Mark L. Rothstein, 2273 South University Drive, Davie, Florida 33324.

#### ARTICLE VIII

The name and street address of the subscriber to these Articles of Incorporation is as follows: Mark L. Rothstein, 2273 South University Drive, Davie, Florida 33324.

#### ARTICLE IX

The name and address of the Registered Agent of this corporation is as follows:

> Lawrence John Miano, P.A. 110 Tower - Suite 1630 110 S.E. 6th Street Ft. Lauderdale, Florida 33301

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2 day of July,

1996.

DESIZONA . W. A. IV.

Pursuant "

undersigned cor

Florida, submit

registered office

de Jan.

to of Florica:

The name

. . J. . . . . RATION

The name of the "te latery" mount is:

LAWRENCE . DIN MEANO, P.A.

The address of the Registered Agent/registered office is:

110 Tower- Suite 1620 110 S.E. 6th Street Fort Lauderdale, FL 33316

#### ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above corporation, I hereby accept this accept this accept the obligations of my

EAWRENCE JOHN MIANO, P.A.

Registered Agent for

WORLDWIDE FINANCIAL CORPORATION

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MARK ROTHSTEIN 10741 NW 18 DS Plantation, PC 30000

Thork You!

VS FEB 1 1 1997

## ARTICLES OF DISSOLUTION

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SECRE LARY OF STATE

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: WORLAWIAF FINANCIAL CORPORATION
SECOND:	The date dissolution was authorized: DECEMBER 1, 1996
THIRD:	Adoption of Dissolution (CHECK ONE)
Disse was	olution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval.
Disso	plution was approved by vote of the shareholders through voting groups.
77. en	ne following statement must be separately provided for each voting group titled to vote separately on the plan to dissolve:
The r	number of votes cast for dissolution was sufficient for approval by
· <del></del>	(voling group)
Signed	this / ST day of AECEMBER . 19 96
ignature	(By the Chairman or Vice Chairman of the Board, President, or other officer)
	MARK ROTHSTEW
_	(Typed or printed name)  PRESIDENT
	(Title)