

P96000063662

MACFARLANE FERGUSON & McMULLIEN

ATTORNEYS AND COUNSELORS AT LAW

111 MADISON STREET, SUITE 2000
P. O. BOX 163420
TAMPA, FLORIDA 33616
(813) 273-4800 FAX (813) 273-4300

400 CLEVELAND STREET
P. O. BOX 1009 (2ND FLOOR)
CLEARWATER, FLORIDA 34616
(813) 441-0000 FAX (813) 441-0470

IN REPLY REFER TO

P. O. Box 1531
Tampa, FL 33601

July 26, 1996

Monica GAVE

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FOR BY PHONE TO

Effective Date 7/20
7/30/96

500001907296
-07/30/96--01017--007
****122.50 ****122.50

BSB

RE: Articles of Incorporation
WORLD COMNI, INC.

Gentlemen:

I enclose herewith for filing in your office the Articles of Incorporation of WORLD COMNI, INC.

Also enclosed is our check in the amount of \$122.50 for payment of:

Filing Fee	\$35.00
Certified Copy of Articles	\$52.50
Registered Agent Certificate	\$35.00

TOTAL: \$122.50

EFFECTIVE DATE

7-22-96

There is no principal office; see Article VI for mailing address. If the enclosed articles are approved for filing, will you kindly certify and return the enclosed photocopy of the original articles to this office. Thank you for your help.

JUL 30 1996 BSB
W96-15882

Sincerely yours,

John C. Bierley

/mpl
Enclosures

FILED
96 JUL 29 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1996

MACFARLANE, FERGUSON & MCMULLEN
P. O. BOX 1669
CLEARWATER, FL 34615

SUBJECT: WORLD COMNI, INC.
Ref. Number: W96000015882

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

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 296A00036480

ARTICLES OF INCORPORATION
OF

WORLD COMNI, INC.

FILED
96 JUL 29 AM 11:01
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

EFFECTIVE DATE
7-22-96

The name of this corporation is WORLD COMNI, INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on July 22, 1996.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is:

(1) to engage in international consulting;
and

(2) to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 7,500 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

ARTICLE V

PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of the Corporation is 111 East Madison Street, Suite 2300, Tampa, Florida 33602, and the name of the initial registered agent at that address is John C. Bierley, Attorney At Law.

On formation 1802 Nature's Way Blvd., Valrico, Florida 33594 is the mailing address of the Corporation.

ARTICLE VII

BOARD OF DIRECTORS

A. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

B. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VIII

OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles is:

Eiji Tagashira
1802 Nature's Way Blvd.
Valrico, FL 33594

ARTICLE X

INDEMNIFICATION

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for willful misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its share holders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

ARTICLE XI

MISCELLANEOUS

A. Other Offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

18 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of July, 1996.

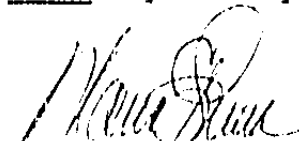

EIJI TAGASHIRA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared EIJI TAGASHIRA, to me known and known to me to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he

executed the same freely and voluntarily for the uses and purposes herein expressed.

18th WITNESS my hand and official seal at Tampa, Florida, this day of July, 1996.



NOTARY PUBLIC,
State of Florida at Large

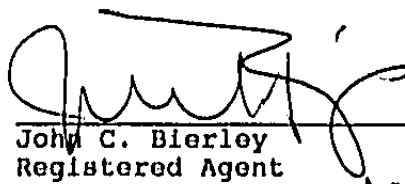
My Commission Expires:



MARIA E. GUERRA
MY COMMISSION # CC275140 EXPIRES
April 7, 1997
BONDED THROUGH FAIR INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of WORLD COMNI, INC. in its Articles of Incorporation, heroby accepts such designation and agrees to comply with the provisions of F.S. \$48.091, relative to keeping the corporation's registered office open.


John C. Bierley
Registered Agent

FILED
96 JUL 29 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA