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Cymonie Rowe
21218 Saint Andrews Boulevard
Suite 608
Boca Raton, Florida 33433

July 24, 1996

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Worldwide Beverage, Inc.

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-07/30/96--01165--008
****122.50 ****122.50

Dear Secretary:

Enclosed please find the following:

1. Articles of Incorporation of Worldwide Beverage, Inc.
- original plus one copy
2. Acceptance of Registered Agent of Worldwide Beverage, Inc.
- original plus one copy
3. Check for the filing fees of Worldwide Beverage, Inc.

Please file the foregoing documents and return the certified copies to me at the address listed above.

Thank you for your cooperation.

Sincerely,

Cymonie Rowe

Cymonie Rowe

CR;pc

Encls. as stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/31/96
165

**ARTICLES OF INCORPORATION OF
WORLDWIDE BEVERAGE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be:

WORLDWIDE BEVERAGE, INC.

The principal place of business shall be:

**21218 Saint Andrews Blvd., Ste. 608
Boca Raton, FL 33433**

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these
Articles are filed.

ARTICLE III - NATURE OF BUSINESS

This Corporation may engage in 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 IV - CAPITAL STOCK

This Corporation is authorized to issue 15,000 shares of \$.01 par value
common stock which shall be designated "Common Stock".

ARTICLE V - ADDRESS

The street address of the initial Registered Office of the Corporation shall be
21218 Saint Andrews Boulevard, Suite 608, Boca Raton, FL 33433. The name of
the initial Registered Agent of the Corporation at that address is: CYMONIE ROWE

ARTICLE VI - INCORPORATOR

The name and street address of the INCORPORATOR of these Articles of Incorporation is:

Cymonio Rowe
21218 Saint Andrews Boulevard, Ste. 608
Boca Raton, Florida 33433

ARTICLE VII - OFFICERS AND DIRECTORS

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is:

Alvin Watson
21218 Saint Andrews Blvd., Ste. 608
Boca Raton, Florida 33433

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the Corporation or the remaining Shareholders, respectively. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XII - PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ____ day of July, 1996.

Pursuant to Chapter 92.525, Florida Statutes, under penalties of perjury I, CYMONIE ROWE, declare that I have read the foregoing articles of incorporation and the facts stated in it are true.

Cymonie Rowe

Cymonie Rowe
By: Cymonie Rowe

Dated: 7/24/96

ACCEPTANCE OF REGISTERED AGENT OF
WORLDWIDE BEVERAGE, INC.

Having been named to accept service of process for the above-stated Corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

Pursuant to Chapter 92.525, Florida Statutes, under penalties of perjury I, CYMONIE ROWE, declare that I have read the foregoing acceptance of appointment and the facts stated in it are true.

Cymonie Rowe

Cymonie Rowe
By: Cymonie Rowe

Dated: 7/24/96

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