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**SIESKY, PILON & WOOD**

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.  
Board Certified Real Estate Attorney  
JAMES H. SIESKY, P.A.  
DOUGLAS A. WOOD, P.A.

SUITE 201, THE FAIRWAY BUILDING  
1000 TAMiami TRAIL NORTH  
NAPLES, FLORIDA 34102

September 3, 1996

VIA FEDERAL EXPRESS

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

EFFECTIVE DATE  
9-3-96

800001938658  
-09/04/96--01135--003  
\*\*\*\*122.50 \*\*\*\*122.50

RE: World Business Club (USA), Inc.

Ladies:

Enclosed please find the Articles of Incorporation, together with one copy and a check in the amount of \$122.50 for the filing fee.

Please return the charter to this office. Thank you for your assistance with this matter.

Very truly yours,

**SIESKY, PILON & WOOD**

*Linda S. Morris*

Linda S. Morris, CLA  
Legal Assistant to James A. Pilon

/lsm  
Enclosure(s)

worldbus

SEP 6 1996

ARTICLES OF INCORPORATION  
OF  
WORLD BUSINESS CLUB (USA), INC.

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

EFFECTIVE DATE  
9-3-96

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

World Business Club (USA), Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at 3939 Skyway Drive, Naples, Florida 34112.

ARTICLE IV

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

FILED  
03 SEP -11 AM 10:40  
TALLAHASSEE, FLORIDA

## ARTICLE V

### CAPITAL STOCK

The corporation is authorized to issue 100,000 shares of \$100.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

## ARTICLE VI

### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Suite 201, 1000 Ninth Street North, Naples, FL 34102, and the name of the initial registered agent of the corporation at that address is James A. Pilon. The officers may

from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The names and street addresses of the initial directors are:

Karaivanov Tzvetan, 3939 Skyway Drive, Naples, FL 34112

Bernhard Hoedl, 3939 Skyway Drive, Naples, FL 34112

Robert Hoedl, 3939 Skyway Drive, Naples, FL 34112

#### ARTICLE IX

##### INCORPORATOR

The name and address of the person signing these Articles are:

Karaivanov Tzvetan, 3939 Skyway Drive, Naples, FL 34112

#### ARTICLE X

##### BYLAWS

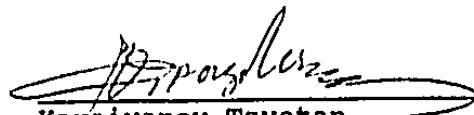
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article VI, is subject to this reservation.

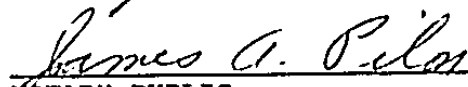
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 3 day of September, 1996.

  
Karaivanov Tzvetan  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 3 day of September, 1996, by Karaivanov Tzvetan, who is personally known to me or who has produced Bulgarian Passport as identification.

(SEAL)

  
NOTARY PUBLIC  
My Commission Expires:  
Commission No:

JAMES A. PILON  
Typed or Printed Name of Notary



JAMES A. PILON  
COMMISSION # CC 330826  
EXPIRES JAN 5, 1998  
Atlantic Bonding Co., Inc.  
604.732.2245

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, World Business Club (USA), Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named James A. Pilon located at Suite 201, 1000 Ninth Street North, City of Naples, County of Collier, State of Florida 34102, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: James A. Pilon  
James A. Pilon

FILED  
SEP-4 AM 10:14  
CLERK OF DISTRICT COURT  
NAPLES, FLORIDA