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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT FAX #: (305)541-3770  
PHONE: (305)541-3694

NAME: WORLDWIDE CONSULTANTS INTERNATIONAL INXC.  
AUDIT NUMBER.....H96000012845  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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## FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 16, 1996

EMPIRE

SUBJECT: WORLDWIDE CONSULTANTS INTERNATIONAL INC.  
REF: W96000019400

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6933.

Dana Calloway  
Document SpecialistFAX Aud. #: H96000012845  
Letter Number: 296A00042772

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ARTICLES OF INCORPORATION  
OF  
WORLDWIDE CONSULTANTS INTERNATIONAL INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE 1 - NAME OF CORPORATION  
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The name of this corporation shall be WORLDWIDE CONSULTANTS INTERNATIONAL INC.

ARTICLE 2 - GENERAL NATURE OF BUSINESS  
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The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of consulting services to the public under the laws authorized to render.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of such professional services.

ASHOK DALAL P.A., ACCOUNTANT  
1266 N.W. 119 Street  
N. MIAMI, FL 33188

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305-685-3170

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C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, or other laws of the State of Florida.

### ARTICLE 3 - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which is divided as follows:

<u>Name</u> -----	<u>Percentage of Shares</u> -----
TREVOR MORRIS	50%
RICHARD SCHWEITZER	50%

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ARTICLE 4 - REGISTERED AGENT  
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The initial registered agent of this Corporation shall be  
HYLTON GORDON, whose business office is 1266 N.W.119 ST,  
NORTH MIAMI, FL. 33167.

ARTICLE 5 - ADDRESS OF PRINCIPAL OFFICE  
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The street address of the initial principal office of  
this corporation shall be 1188 N.W.171 TERRACE, PEMBROKE PINES,  
FLORIDA 33028.

ARTICLE 6 - TERM OF EXISTENCE  
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This corporation shall commence on SEPTEMBER 15, 1996  
and shall exist perpetually unless dissolved according to law.

ARTICLE 7 - BOARD OF DIRECTORS  
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A. The initial number of directors of this corporation  
shall be two.

B. The number of Directors may be increased or diminished  
from time to time by By-Laws adopted by the Directors, but shall  
never be less than one.

C. The names and street addresses of the initial members  
of the Board of Directors, each to hold office for the first year

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of existence of this corporation or until their successors are elected or appointed and have qualified, are:

PRESIDENT

TREVOR MORRIS  
1188 N.W.171 TERRACE  
PEMBROKE PINES, FL. 33028

SECRETARY/TREASURER

RICHARD SCHWEITZER  
649 LAYNE BLVD.  
MALLANDALE, FL. 33009

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

#### ARTICLE 8 - INCORPORATORS

The following are the names and addresses of the persons signing these Articles of Incorporation.

TREVOR MORRIS  
1188 N.W.171 TERRACE  
PEMBROKE PINES, FLORIDA 33028

#### ARTICLE 9 - SHAREHOLDERS

No shareholder of this corporation may sell or transfer his or her shares of stock therein, except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

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ARTICLE 10 - BY-LAWS

The power to adopt, amend or repeal By-Laws for the management of this corporation shall be vested in the Board of Directors.

ARTICLE 11 - ADDITIONAL CORPORATE POWERS

In furtherance hereof and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) any other retirement or incentive compensation plan.

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ARTICLE 12 - AMENDMENT  
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The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the shares of stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 13 - INDEMNIFICATION  
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The corporation shall indemnify any officer or director to full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13<sup>th</sup> day of September, 1996.

Trevor Morris  
TREVOR MORRIS  
PRESIDENT

FILED  
SEP 16 1996  
10:35  
FBI - NEW YORK

Having been named Registered Agent to accept service of process for the above-named corporation, at place designated in this certificate, I hereby agree to act in that capacity and to comply with the provisions of F. S. 548.091.

Hylton Gordon  
HYLTON GORDON

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