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FROM: ACE INDUSTRIES, INC.  
CONTACT: LYNN FRIEDMAN  
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: FIRST WORLD HOLDING CORPORATION

AUDIT NUMBER.....H96000016216

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

FIRST WORLD HOLDING CORPORATION

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be FIRST WORLD HOLDING CORPORATION.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares all at one (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

PREPARED BY:  
ACE INDUSTRIES, INC.  
54 NW 11th Street  
Miami, FL 33136  
305-358-2571

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ARTICLE V

CORPORATION ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

420 Lincoln Road, Suite 600  
Miami Beach, FL 33139

ARTICLE VI

INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

CHARLES L. NEUSTEIN, ESQ.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAME(S)

ADDRESS(ES)

BEAR SMIRNOFF

420 Lincoln Road, Suite 600  
Miami Beach, FL 33139

ARTICLE VIII

INCORPORATIONS

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are.

NAME(S)

ADDRESS(ES)

BEAR SMIRNOFF

420 Lincoln Road, Suite 600  
Miami Beach, FL 33139

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#### ARTICLE IX

##### AMENDMENT OF BY-LAWS

The power to adopt, alter, named or appeal the By-laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

#### ARTICLE X

##### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to full extent permitted by law.

#### ARTICLE XI

##### INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writing evidencing their consent are filed with the Secretary of the Corporation, the action be as valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE XII

##### AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

  
BEAR SMIRNOFF

STATE OF FLORIDA     )  
                              ) ss  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared to me well know to be the person(s) described in and who executed the foregoing Articles of Incorporation, as incorporator(s) and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 1st day of November, 1996.

My Commission Expires:

  
NOTARY PUBLIC STATE OF FLORIDA  
Print:

REGISTERED AGENT CERTIFICATE



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That FIRST WORLD HOLDING CORPORATION, desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami Beach, County of Dade, State of Florida, has named Charles L. Neustein, Esq. located at 420 Lincoln Road, Suite 600, Miami Beach, Florida 33139.

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**ACKNOWLEDGEMENT**

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


  
CHARLES L. NEUSTEIN

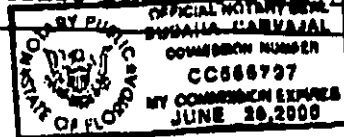
STATE OF FLORIDA )  
COUNTY OF DADE ) ss

I HEREBY CERTIFY that on this day before me a Notary Public duly authorized to take acknowledgements personally appeared Charles L. Neustein to me well know to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal this 1st day of November, 1996.

My Commission Expires:

  
NOTARY PUBLIC STATE OF FLORIDA  
Print:



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