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CHARLES P. RANDALL, P.A.

ATTORNEY AT LAW

ROYAL PALM TOWERS III  
1800 SOUTH DIXIE HIGHWAY  
SUITE 5AB  
BOCA RATON, FLORIDA 33432

TELEPHONE (561) 750-5050  
FAX (561) 750-7272

CHARLES P. RANDALL  
ALSO ADMITTED CALIFORNIA  
AND FEDERAL TRIAL BARS

December 26, 1996

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

400002048834--8  
-01/07/97-01130-003  
\*\*\*122.50 \*\*\*122.50

Re: Investment Opportunity Worldwide, Inc.

Dear Sir/Madam:

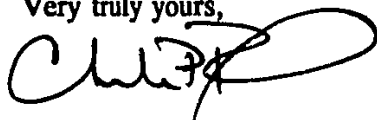
Enclosed please find an original and a copy of the Articles of Incorporation of Investment Opportunity Worldwide, Inc.

In addition, enclosed please find this firm's check in the amount of \$122.50 which represents payment in full for the filing of the Articles of Incorporation and the certified copy.

Upon the filing of the same, please return to this office a certified copy in the enclosed self-addressed stamped envelope.

Thank you for your courtesy and cooperation with regard to this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,



CHARLES P. RANDALL

KOW12.26  
Enclosures

AL JAN 10 1997

FILED  
97 JAN -6 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
Investment Opportunity Worldwide, Inc.

**FILED**  
97 JAN -6 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Investment Opportunity Worldwide, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing immediately.

ARTICLE III - PURPOSE

The Corporation may engage in any activity permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and the principal office of this Corporation is:

Charles P. Randall  
Royal Palm Towers III  
Suite 5AB  
1600 South Dixie Highway  
Boca Raton, FL 33432

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

**ARTICLE VII - BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

**ARTICLE VIII - INDEMNIFICATION**

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

**ARTICLE IX - PREEMPTIVE RIGHTS**

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X - INCORPORATOR**

The name and address of the incorporator signing these Articles is Charles P. Randall, Royal Palm Towers, Suite 5AB, 1600 South Dixie Highway, Boca Raton, Florida 33432.

**ARTICLE XI - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of December, 1996

  
\_\_\_\_\_  
Charles P. Randall

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept Service of Process for the above named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 29 day of December, 1996.

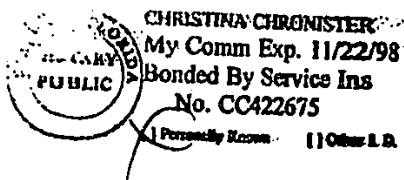
By: Charles P. Randall

Charles P. Randall  
(Registered Agent)

STATE OF FLORIDA       )  
COUNTY OF PALM BEACH ) ss:

Before me, a Notary Public, authorized in the State and County set forth above, personally appeared Charles P. Randall, personally known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Investment Opportunity Worldwide, Inc. and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this \_\_\_\_ day of December, 1996.



Christina Chronister  
NOTARY PUBLIC

CHRISTINA CHRONISTER  
PRINT NAME OF NOTARY PUBLIC

My Commission Expires: 11-22-98

Personally known X or  
Identification Produced \_\_\_\_\_

KOWarticles

**FILED**  
97 JAN -6 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA