



THE UNITED STATES
CORPORATION
COMPANY

P97000019599

ACCOUNT NO. : 072100000032

REFERENCE : 273420 7108554

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 26, 1997

ORDER TIME : 3:26 PM

ORDER NO. : 273420-005

CUSTOMER NO: 7108554

CUSTOMER: Marcus M. Cornelius, Iii, Esq
MARCUS M. CORNELIUS III &
ASSOCIATES, P.A.
P.O. Box 167

Saint Augustine, FL 32085-0167

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-02/27/97--01038--009
*****70.00 *****70.00

DOMESTIC FILING

NAME: WORLD MATCH LIMITED, INC -

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

W97-4688
K.R. FEB 27 1997

K.R. MAR - 4 1997

FILED
97 FEB 27 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 27, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: WORLD MATCH LIMITED
Ref. Number: W97000004688

RESUBMIT
Please give original
submission date as file date.

We have received your document for WORLD MATCH LIMITED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 797A00010354

RECEIVED
96 MAR -4 AM 8 50

ARTICLES OF INCORPORATION
OF
WORLD MATCH LIMITED, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a small business Subchapter S corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE I. NAME

The name of the incorporation is World Match LIMITED, INC.

ARTICLE II. DURATION

The duration of the corporation is perpetual.

ARTICLE III. PURPOSE

The general purpose for which the corporation is organized are:

1. To engage in the business an organized pin pal service with American men and foreign women, to introduce American men to foreign women, to organize guided and individual tours and trips to foreign countries for American men, to sell names addresses, catalogues, postage and other items to American men in interested in meeting foreign women, to enter the import export business with foreign countries.
2. To transact any other lawful business for which corporation may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV. CAPITAL STOCK

There shall be only one class of stock. The aggregate number of shares which the corporation is authorized to issue is 1000 shares. Such shares shall be of a single class of common stock, and shall be with \$ 1.00 per share value. Nine hundred (900) shares of stock will be initially issued.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to transact business is not less than \$ 10,00.00.

ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office is World Match 6327 4 Argyle Forest Blvd., Jacksonville, Fl. 32244. County of Duval. The name of the initial registered agent

of the corporation is Marcus M. Cornelius, III. His office is located at 1590 Arapaho Ave. St. Augustine, Fl. 32086.

ARTICLE VII. SUBSCRIBERS

Each of the following subscribers is a U.S. citizen. The name and address of each person signing these articles of incorporation as a subscriber is:

Marcus M. Cornelius, III 1590 Arapaho Ave.
St. Augustine, Fl 32086

Thomas M. Kent 6327 4 Argyle Forest Blvd.
Jacksonville, Fl. 32244

ARTICLE VIII. DIRECTIONS

The corporation is to be managed by a Board of Directors. The number of directors constituting the initial Board of Directors is 2, and the names and addresses of the initial directors are:

Marcus M. Cornelius, III 1590 Arapaho Ave.
St. Augustine, Fl. 32086

Thomas M. Kent 6327 4 Argyle Forest Blvd.
Jacksonville, Fl. 32244

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year or until the election and qualification of a successor. The number of directors set forth herein and constituting the initial Board of Directors shall be the authorized number of directors until such is changed by a bylaw duly adopted by the shareholders.

ARTICLE IX. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote of fifty one percent (51%) of the shareholders, the initial affairs of the corporation are to be regulated and managed in accordance with such bylaws.

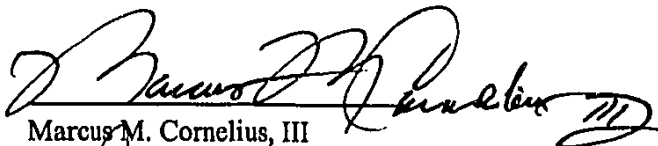
ARTICLE X. DISSOLUTION

The corporation may be dissolved at any time (1) by the unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least fifty one percent (51%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or her.


ARTICLE XI. SUBCHAPTER S ELECTION

The corporation intends to elect to be treated as an S corporation.

In witness hereof, we, the undersigned incorporators of this corporation, have executed these Articles of Incorporation at St. Augustine, Fl. this 17th day of February, 1997.



Marcus M. Cornelius, III



Thomas M. Kent

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: World Match Limited, Inc.
2. The name and address of the registered agent and office is:

Marcus M. Cornelius, III
1590 Arapaho Avenue
St. Augustine, FL 32085

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE) Feb 28, 97
(DATE)