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6/25/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAG-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001008335

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NAME: WORLDGATE TRADING, CORP.

AUDIT NUMBER.....H97000010454

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

CERT. OF STATUS..1

PAGES..... 3

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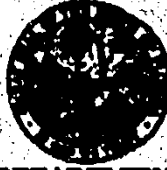
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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

P. CHANDLER

JUN 26 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 25, 1997

FAB-T CORP. AGNETS, INC.

SUBJECT: WORLDGATE TRADING, CORP.
REF: W97000014801

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000010454
Letter Number: 397A00033639

ARTICLES OF INCORPORATION OF

WORLDGATE TRADING, CORP.

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

ARTICLE I NAME

The name of the corporation shall be: WORLDGATE TRADING, CORP.

The principal place of business of this corporation shall be:

10242 N.W. 47TH ST. SUITE 39 SUNRISE, FL 33351

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 50 SHARES OF COMMON STOCK AT PAR VALUE OF \$ 10.00 EACH.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

OSWALDO ZIMICHI

PRESIDENT

10242 N.W. 47TH ST SUITE 39
SUNRISE, FL 33351

JOSE SAN MARTIN

V.P./DIRECTOR

10242 N.W. 47TH ST SUITE 39
SUNRISE, FL 33351

PREPARED BY:

M & C ACCOUNTING SERVICES, INC.

801 W. 49th ST., SUITE 226

MIAMI, FLORIDA 33012

(305) 822-4299

FILED
 97 JUN 25 PM 4:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

H97000010434

ARTICLE VI INCORPORATOR(S)

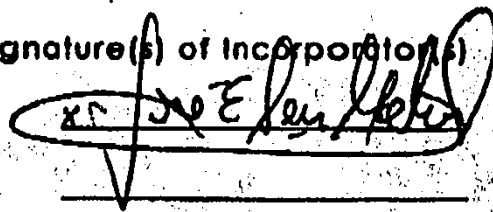
The name(s) and street address(es) of the Incorporator(s) to this articles of Incorporation is(are):

JOSE SAN MARTIN

10242 N.W. 47TH ST SUITE 39
SUNRISE, FL 33351

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 24TH day of JUNE, 1997.

Signature(s) of Incorporator(s)

A handwritten signature in dark ink, appearing to read "Jose San Martin", is written over a horizontal line. The signature is stylized with a large, looping initial "J".

H97000010434

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

WORLDGATE TRADING, CORP.

2. The name and address of the registered agent and office is:

JOSE SAN MARTIN

10242 N.W. 47TH ST SUITE 39

(P.O. BOX NOT ACCEPTABLE)

SUNRISE, FL 33351

(CITY/STATE/ZIP)

SIGNATURE X Jose E. San Martin

TITLE V.P./DIRECTOR

DATE 06-24-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE X Jose E. San Martin

DATE 06-24-97