

99700006/977

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002239081--8
-07/16/97--01026--010
*****70.00 *****70.00

SUBJECT: WORLD CLASS STUDIOS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

- \$70.00
Filing Fee & Certificate
- \$78.75
Filing Fee & Certified
- \$122.50
Filing Fee Copy
- \$131.25
Filing Fee & Certified Copy & Certificate

FILED
 97 JUL 16 PM 10:27
 TALLAHASSEE, FLORIDA

FROM: HENRY W. WARDWELL III
Name (Printed or Typed)

8185 S. HIGHWAY A1A
Address

MELBOURNE BEACH, FL 32951
City, State & Zip

(407) 728-0641
Daytime Telephone number

AL JUL 17 1997

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED

97 JUL 16 PM 10: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

WORLD CLASS STUDIOS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

BUSINESS: 8185 S. HIGHWAY A1A, MELBOURNE BEACH, FL 32951

MAILING: P.O. BOX 510548, MELBOURNE BEACH, FL 32951-0548

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

100,000 COMMON VOTING SHARES OF STOCK

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is:

**HENRY W. WARDWELL III
8185 S. HIGHWAY A1A
MELBOURNE BEACH, FL 32951**

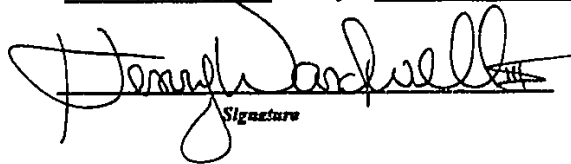
Filing Fee: \$ 70.00

**ARTICLE V
INCORPORATOR(S)**
See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**HENRY W. WARDWELL III
8185 S. HIGHWAY A1A
MELBOURNE BEACH, FL 32951**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this FOURTEENTH day of JULY, 1997 .


Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**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 CLASS STUDIOS, INC.
(must include suffix)

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

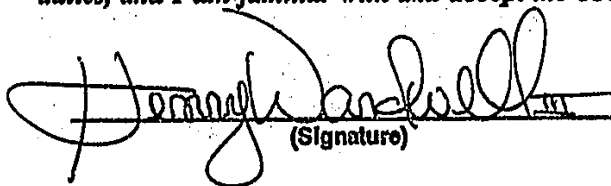
HENRY W. WARDWELL III
(Name)

8185 S. HIGHWAY A1A
(P.O. Box or Mail Drop Box NOT Acceptable)

MELBOURNE BEACH, FL 32951
(City/State/Zip)

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SECRETARY OF STATE
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)

JULY 14, 1997
(Date)