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TO: DIVISION OF CORPORATIONS

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NAME: WORLDNET CARD, INC.

AUDIT NUMBER.....H970000012223

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ARTICLES OF INCORPORATION
OF
WORLDNET CARD, INC.

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ARTICLE I

The name of the Corporation is Worldnet Card, Inc. (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 2,700,000 shares, consisting of 500,000 shares of Class A common stock with a par value of one cent (\$.01) per share, 200,000 shares of Class B common stock with a par value of one cent (\$.01) per share and 2,000,000 shares of serial Preferred Stock with a par value of one cent (\$.01) per share. A description of the different classes and series (if any) of the serial Preferred Stock and a statement of the designations, and the relative rights, preferences and limitations of the shares of each class and series of serial Preferred Stock are as follows:

The Board of Directors of the Corporation is authorized by resolution or resolutions adopted from time to time, to provide for the issuance of serial Preferred Stock in series and to fix and determine the voting powers, designations, preferences and relative, participating, option or other special rights of the shares of each such series and the qualifications, limitations and restrictions thereof, including, but not limited to, determination of any of the following:

(a) The distinctive serial designation and the number of shares constituting such series;

(b) The dividend rates or the amount of dividends to be paid on the shares of such series, whether dividends shall be cumulative

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and, if so, from which date or dates, the payment date or dates for dividends, and the participating or other special rights, if any, with respect to dividends;

(c) The voting powers, full or limited, if any, of shares of such series;

(d) Whether the shares of such series shall be redeemable and, if so, the price or prices at which, and the terms and conditions on which, such shares may be redeemed;

(e) The amount or amounts payable upon the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(f) Whether the shares of such series shall be entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of such shares, and if so entitled, the amount of such fund and the manner of its application, including the price or prices at which such shares may be redeemed or purchased through the application of such funds;

(g) Whether the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and, if so convertible or exchangeable, the conversion price or prices, or the rate or rates of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or change;

(h) The price or other consideration for which the shares of such series shall be issued; and

(i) Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of serial Preferred Stock and whether such shares may be reissued as shares of the same or other series of serial Preferred Stock.

Each share of such series of Preferred Stock shall have the same relative rights as and be identical in all aspects with all other shares of the same series.

No shares of serial Preferred Stock may be issued unless the Board of Directors receives prior approval for such issuance by the affirmative vote of the holders of a majority of the Class A Common Stock.

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All voting rights shall be vested in the holders of Class A common stock. Except to the extent required by law, the holders of Class B common stock shall not have any voting rights. Other than voting, the rights of holders of Class A Common Stock and Class Common Stock shall be identical.

ARTICLE IV

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, Florida 33312; and the name of the initial registered agent of this Corporation at that address is Richard I. Blinderman.

ARTICLE V

The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of the Corporation are: Stuart Benavides, 8249 N.W. 36 Street, Suite 206, Miami, Florida 33166 and Paula Gambrill, 1299 E. Commercial Boulevard, Fort Lauderdale, Florida 33334.

ARTICLE VI

The name and address of the incorporator of the Corporation is Richard I. Blinderman, 3111 Stirling Road, Fort Lauderdale, Florida 33312.

ARTICLE VII

The Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE VIII

If a change of control of the Corporation occurs, the holders of Class B common stock may, at their option, convert their shares of Class B common stock into Class A common stock on a one for one basis after adjustments for stock splits and stock dividends. For purposes of this Article, the term "change of control" shall mean a change in beneficial ownership of at least 50% of the outstanding shares of Class A common stock.

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ARTICLE IX

The Board of Directors may oppose any tender or other offer for the Corporation's securities whether the offer is in cash or in the securities of a corporation or otherwise. When considering whether to oppose an offer, the Board of Directors may, but is not obligated to, consider any pertinent issue such as the following:

a. Whether the offer price is acceptable based upon the historical and present operating results or financial condition of the Corporation;

b. Whether a more favorable price could be obtained for the Corporation's securities in the future;

c. The reputation and business practices of the offeror;

d. The value of the securities, if any, which the offeror is offering in exchange for the Corporation's securities, based upon an analysis of the value of the Corporation as compared to the value of the securities being offered in exchange for those of the Corporation;

e. Any anti-trust or other legal issues that may be raised by the offeror.

If the Board of Directors determines that an offer should be rejected, it may take any lawful action to accomplish its purpose including, but not limited to, the following: advising shareholders not to accept the offer; litigation against the offeror; acquiring securities; selling or otherwise issuing authorized but unissued securities or treasury stock or granting options with respect thereto; acquiring a company to create an anti-trust or other regulatory problem for the offeror; or obtaining a more favorable offer from another individual or entity.

ARTICLE X

The Corporation shall have perpetual existence unless sooner dissolved as provided by law.

ARTICLE XI

The address of the principal place of business of the Corporation is 1299 E. Commercial Boulevard, Fort Lauderdale, Florida 33334.

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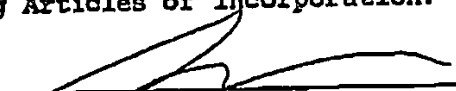
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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of July 1997.


Richard I. Blinderman,
Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


Richard I. Blinderman

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