

LAW OFFICES

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JEROME L. TEPPS
FEDERAL COURT TRIAL
CIRCUIT COURT MEDIAT
COUNTY COURT MEDIAT
DANIELLE BRASSETT

October 28, 1997

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Federal Express Delivery
Airbill #1440-6325-2

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

Re: Worldwide Silent Partner, Inc.

Gentlemen:

Please find original and one copy of the Articles of Incorporation and Consent of Resident Agent for filing with your office, reference above, along with my office check #29167 in the amount of \$122.50 representing filing fee.

Please endorse your approval of the Articles of Incorporation on the enclosed copy, certify and return same to this office.

Thank you.

Sincerely yours,

Jerome L. Teppes, Esq.

FILED
97 OCT 29 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JLT/ps
Enclosures: as noted

ARTICLES OF INCORPORATION OF WORLDWIDE SILENT PARTNER, INC.

ARTICLE I

NAME

The name of the corporation is WORLDWIDE SILENT PARTNER,
INC.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing with
the Secretary of State. This corporation shall have perpetual
existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business for which corporations may be
incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of
\$.10 par value common stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

CORPORATE OFFICE

The address of the corporate office is 5700 NE 22nd Way, Suite 308, Fort Lauderdale, Florida 33308 or as otherwise reflected in the annual report.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5700 NE 22nd Way, Suite 308, Fort Lauderdale, Florida 33308 and the name of the initial Registered Agent of this corporation at that address is Marilyn Mirus.

ARTICLE VII

INITIAL BOARD OF DIRECTOR/INCORPORATOR

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than three. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MARILYN MIRUS	5700 NE 22nd Way Suite 308 Fort Lauderdale, Florida 33308
WILLIAM A. WYMAN	5700 NE 22nd Way Suite 308 Fort Lauderdale, Florida 33308

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of October, 1997.


MARILYN MIRUS

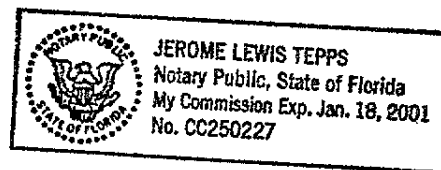
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARILYN MIRUS known to me and known by me or who produced Florida Driver's license as identification, who did take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State of County above mentioned, this 27 day of October, 1997.


Notary Public/State of Florida

my commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Section 48.091 and Section 607.034(3), Florida
Statutes, the following is submitted in compliance with said
Sections:

WORLDWIDE SILENT PARTNER, INC. desires to organize under the
Laws of the State of Florida with its registered office as
indicated in the Articles of Incorporation at 5700 NE 22nd Way,
Suite 308, Fort Lauderdale, Florida 33308 and has named Marilyn
Mirus located at as its Agent to accept service of process
within this State.

CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said Sections relative to keeping open said
office.


MARILYN MIRUS

FILED
97 OCT 29 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA