

RAY D. FRY, EA
3118 Gulf-To-Bay Boulevard
Suite 333
Clearwater, Florida 33759
(813) 724-8226

P97000102185

November 25, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

100002359381--6
-12/01/97--01139--003
****122.50 ****122.50

RE: WORLD ARTS CENTRE, INC.

Dear Sirs:

Enclosed please find the Certificate of Incorporation of
WORLD ARTS CENTRE, INC. together with a check in the amount
of \$122.50 to cover the cost of filing fees, a certified
copy and the registered agent designation. Also, please
return one uncertified copy to me.

Sincerely,



Kelli J. Curry for
Ray D. Fry, EA

EFFECTIVE DATE
11-25-97

FILED
97 DEC -1 AM 10:31
TALLAHASSEE, FLORIDA

CB
12-4-97

CERTIFICATE OF INCORPORATION

OF

WORLD ARTS CENTRE, INC.

FILED

97 DEC -1 AM 10:32

ARTICLE I - NAME SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation shall be:

WORLD ARTS CENTRE, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States or of this state.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be 7,500 shares of common stock at the par value of \$1.00 per share upon which there are no preemptive rights except to the extent specified in the By-Laws.

The common stock shall be paid for at such times as the Board of Directors may designate, in cash, real property, services, patent, lease, or any other valuable thing or right for the uses and purposes of the corporation, and all shares of capital, when issued in exchange thereof shall thereupon and thereby become and be paid for in full, the same as though paid for in cash at par, and shall be nonassessable forever; the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

ARTICLE IV - INITIAL CAPITAL

This corporation shall begin with ONE HUNDRED DOLLARS (\$100.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The address of the principal office shall be:

3118 Gulf-To-Bay Blvd. Ste. 333 .
Clearwater, FL 33759

EFFECTIVE DATE
11-25-97

The address of the registered office shall be:

3118 Gulf-To-Bay Boulevard
Suite 333
Clearwater, FL 33759

The registered office may be moved from time to time by action of the Board of Directors. The registered agent shall be:

Ray D. Fry

ARTICLE VII - BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) and not more than five (5) directors. Each officer and director shall hold office until his or her successor is elected and qualified; provided, however, that a majority of the Stockholders may, at a regular or special meeting, remove any officer or director with or without cause. The duties, powers and functions of the officers and directors of this corporation shall be as usually devolve upon such officers and directors unless otherwise provided in the By-Laws.

ARTICLE VIII - ORIGINAL DIRECTOR

The original director of this corporation shall be:

Ray D. Fry
3118 Gulf-To-Bay Blvd. Ste. 333
Clearwater, FL 33759

ARTICLE IX - ORIGINAL SUBSCRIBER

The original subscriber to this corporation shall be:

Ray D. Fry
3118 Gulf-To-Bay Blvd. Ste. 333
Clearwater, FL 33759

The Number of shares subscribed to shall be:

-0-

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the Stockholders by them and approved at a Stockholders' meeting by a majority of Stockholders entitled to vote thereon; unless, however, all of the Board of Directors and all of the Stockholders sign a written statement manifesting their intention to amend a certain article herein.

ARTICLE XI - SPECIAL POWERS

The following special powers, provisions, privileges and limitations shall be applicable to and govern this corporation:

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected by or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation; provided, however, that the fact that such director is interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation holding office in another corporation or being a director thereof, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors or this corporation which shall authorize such contract or transaction as if he were not such director or officer of such corporation and not so interested.

ARTICLE XII - DATE OF EXISTENCE

The date when this corporation shall begin its existence is:

November 25, 1997

I the undersigned, being the original subscriber to this corporation and the capital stock therein, for the purpose of forming a corporation to do business within and without the State of Florida, in pursuance of the General Laws of the State of Florida, Chapter 608, F.S.A. and the Act amendatory thereto and supplemental thereof, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true and do agree to take the number of shares set below my name.

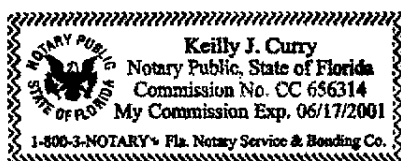
In Witness Whereof, I have hereunto set my hand and seal on this 25th day of November 1997.

(Seal) _____

(Ray D. Fry, Original Subscriber and Director)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

On this 25th day of November, 1997, before me, the undersigned, a Notary Public for the State of Florida, personally appeared Ray D. Fry to me known (or to me proved) to be the identical person named in and who executed the above Certificate of Incorporation, and acknowledged that such person executed it as such person's voluntary act and deed.




(Notary Public, State at Large)

FILED
37 DEC 1 1997
AM 10:32
TALLAHASSEE, FLORIDA
CLERK OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING THE AGENT UPON WHOM SERVICE OF PROCESS IS BINDING
AND ACCEPTANCE OF AGENT

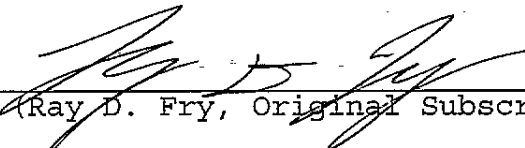
In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

this corporation, **WORLD ARTS CENTRE, INC.** desiring to
organize under the laws of the State of Florida, with its
principle place of business at;

3118 Gulf-To-Bay Blvd Ste 333
Clearwater, FL 33759

has named Ray D. Fry its Agent to accept service of
process within the State of Florida.

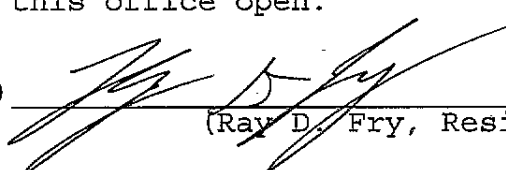
(Seal)


(Ray D. Fry, Original Subscriber and Director)

ACCEPTANCE

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

(Seal)


(Ray D. Fry, Resident Agent)

FILED
97 DEC -1 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA