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ULLMAN & ULLMAN

PROFESSIONAL ASSOCIATION

SUITE 1350

515 EAST LAS OLAS BOULEVARD
FORT LAUDERDALE, FLORIDA 33301-2268

TELEPHONE (954) 462-5900
FAX (954) 527-0609

HOWARD F. ULLMAN
MICHAEL W. ULLMAN
KIMBERLY K. RANGEL
KATHLEEN COOPER GRILLI

December 11, 1997

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

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****122.50 ****122.50

Re: U.S.A. Funding, Inc.
Our File No. 97-0103

Dear Sir or Madam:

Enclosed for filing with your offices please find the following:

1. Two originals and one copy of Articles of Incorporation of U.S.A. Funding, Inc.;
2. Our firms check in the amount of \$122.50 representing \$70.00 as filing fee and \$52.50 for a certified copy; and
3. A postage paid return envelope.

Should you have any questions, please do not hesitate to telephone me.

Very truly yours,

Renee Laurence

Renee Laurence
Certified Legal Assistant

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-28078
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 17, 1997

ULLMAN & ULLMAN, P.A.
515 EAST LAS OLAS BLVD.
SUITE 1350
FORT LAUDERDALE, FL 33301-2268

SUBJECT: U.S.A. FUNDING, INC.
Ref. Number: W97000028078

We have received your document for U.S.A. FUNDING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 397A00059198

LAW OFFICES
ULLMAN & ULLMAN
PROFESSIONAL ASSOCIATION

HOWARD F. ULLMAN
MICHAEL W. ULLMAN
KIMBERLY K. RANGEL
KATHLEEN COOPER GRILLI

SUITE 1350
515 EAST LAS OLAS BOULEVARD
FORT LAUDERDALE, FLORIDA 33301-2268

TELEPHONE (954) 462-5900
FAX (954) 527-0609

December 30, 1997

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

Attention: Neysa Culligan
Document Specialist

Re: Your Letter No. 397A00059198 (U.S.A. Funding, Inc.)
World Funding Group, Inc.
Our File No. 97-0103

Dear Ms. Culligan:

With reference to your above-captioned letter (copy enclosed), enclosed for filing with your offices please find the following:

1. One original and two copies of Articles of Incorporation of **World Funding Group, Inc.** which will replace U.S.A. Funding, Inc.; and
2. A postage paid return envelope.

Our firms check in the amount of \$122.50 representing \$70.00 as filing fee and \$52.50 for a certified copy was sent to you on December 11, 1997 and has been retained by your offices.

Should you have any questions, please do not hesitate to telephone me.

Very truly yours,



Renee Laurence
Certified Legal Assistant

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WORLD FUNDING GROUP, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, Florida Statutes, Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE - Name

The name of this corporation is **WORLD FUNDING GROUP, INC.**

ARTICLE TWO - Duration

The period of its duration is perpetual.

ARTICLE THREE - Purpose

The purpose is to such extent as a corporation is organized under the corporation laws of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its business plan; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the corporation laws of this state or under any act amending those laws, supplemental thereto, or substituted therefore.

ARTICLE FOUR - Capital Stock

The corporation is authorized to issue 1,000 shares, all of one class, at \$0.50 par value.

ARTICLE FIVE - Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

Karen Pellegrino
1013 Green Pine Boulevard
West Palm Beach, FL 33409

ARTICLE SIX - Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased from time to time but shall never be less than one.

The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Karen Pellegrino	1013 Green Pine Boulevard West Palm Beach, FL 33409

ARTICLE SEVEN - Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Karen Pellegrino	1013 Green Pine Boulevard West Palm Beach, FL 33409

ARTICLE EIGHT - Non-Resident Directors

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

ARTICLE NINE - Meetings by Conference Telephone

Members of the Board of Directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE TEN - Informal Action of Directors

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE ELEVEN - Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of December, 1997.



Karen Pellegrino
Incorporator

**CERTIFICATE OF DESIGNATION OF INITIAL
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0202(1)(b), FLORIDA STATUTES, THE UNDERSIGNED, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is **WORLD FUNDING GROUP, INC.**

The name and address of the initial registered agent and the initial principal office is:

Karen Pellegrino
1013 Green Pine Boulevard
West Palm Beach, FL 33409

Having been named as registered agent 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.



Karen Pellegrino

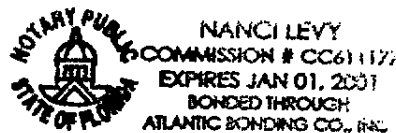
Dated: December 23, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Karen Pellegrino personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed .

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of December, 1997.



NOTARY PUBLIC, State of Florida At Large

Print Name: Nanci Levy

My Commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA