

Charter Number Only

P9800001433

Requestor's Name Burton & Co.
Address 4310 Sheridan St. #202
Hollywood, FL 33021
City State ZIP Phone
#(954) 961-1040

VALIDATION ONLY

100002386791--3
-12/31/97-01011-026
****122.50 ****122.50

CORPORATION(S) NAME

Worldwide Concessions, Inc.

FILED
98 JAN -7 PM 12:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W97-28970

- | | | |
|---|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Other |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Pick Up | | |

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| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

2544

Certified
copy

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 31, 1997

EMPIRE

MIAMI, FL

SUBJECT: WORLDWIDE CONCESSIONS, INC.
Ref. Number: W97000028970

We have received your document for WORLDWIDE CONCESSIONS, 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 397A00061023

RECEIVED
98 JAN -7 AM 10:41
DIVISION OF CORPORATION

Joseph D. Trombetti
414 Perry Street
Ft. Lauderdale, Florida 33312

December 17, 1997

Florida Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

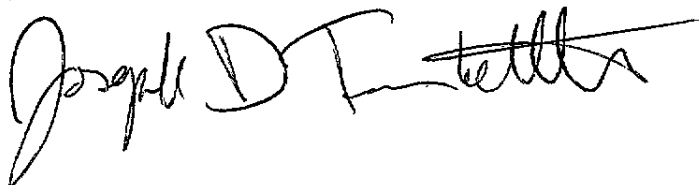
Gentlemen:

Please file the enclosed Articles of Incorporation for Worldwide Concession Group, Inc. and send me a certified copy for my records. Enclosed also please find my check for \$122.50 to cover the various taxes for the corporation.

If you have any questions, please contact me at the above address or telephone (954) 961-1040. Thank you for your cooperation.

Sincerely,

Joseph D. Trombetti

A handwritten signature in black ink, appearing to read "Joseph D. Trombetti", with a stylized flourish at the end.

Enclosures

FILED
98 JAN -7 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Worldwide Concession Group, Inc.

ARTICLE I - Name and Address

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

The name and address of this Corporation is:

Worldwide Concession Group, Inc.
414 Perry Street
Ft. Lauderdale, Florida 33312

ARTICLE II - Duration

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III- Purpose

This Corporation is organized for the following purposes. This Corporation may engage in any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - Capital Stock

This Corporation is authorized to issue NINE HUNDRED (900) SHARES of ONE DOLLAR (1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - Initial Capital

The amount of capital with which this Corporation will begin business is NINE HUNDRED DOLLARS (\$900.00).

ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase this pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 4310 Sheridan Street, #202, Hollywood, Florida 33021, and the name of the Initial Registered Agent of this Corporation at that address is Andre S. Burton.

ARTICLE VIII - Initial Board of Directors

The initial Board of Directors of this Corporation shall have THREE (3) Directors initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than ONE (1). The names and addresses of the Initial Directors and Officers of the Corporation are:

| | | |
|---------------------|----------------|--|
| Joseph D. Trombetti | President | 414 Perry Street Ft. Lauderdale, Florida 33312 |
| Richard Frenette | Vice President | 1205 Harkers Court New Albany, Ohio 43054 |
| Ronald Weber | Secretary | 628 Sydenham Boulevard Chesapeake, Virginia 23322 |

The following officer is not a director of this corporation:

| | | |
|-----------------|-----------|---|
| Wendy Trombetti | Treasurer | 414 Perry Street Ft. Lauderdale, Florida 33312 |
|-----------------|-----------|---|

These officers shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified.

ARTICLE IX - Incorporator

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

| | |
|---------------------|---|
| Joseph D. Trombetti | 414 Perry Street Ft. Lauderdale, Florida 33312 |
|---------------------|---|

ARTICLE X - Indemnification

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - Restrictions on Transfer of Stock

The shares of capital stock of this Corporation shall be issued initially to the following persons in the amount set opposite their names:

| | |
|---------------------|------------|
| Joseph D. Trombetti | 300 SHARES |
| Richard Frenette | 300 SHARES |
| Ronald Weber | 300 SHARES |

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other shareholders unless such shares are first offered to the remaining shareholders of the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE XIII - Calling of Special Meetings

Special meetings of shareholders may be called by written notice, delivered to each shareholder, TEN (10) business days prior to the meeting date.

ARTICLE XIV - Shareholder Quorum and Voting

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - Management of Corporation by Directors

All corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

ARTICLE XVI - Removal of Directors

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

ARTICLE XVII - Director Quorum and Voting

FIFTY-ONE PERCENT (51%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the directors present shall be the act of the Board of Directors.

ARTICLE XVIII - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX - Action by Directors Without a Meeting

The Directors of this Corporation may take action by written consent, as provided by law.

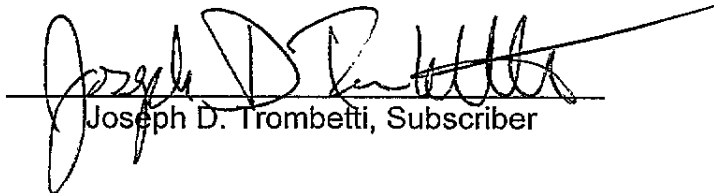
ARTICLE XX - Dividends

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XXI - Amendment

This Corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

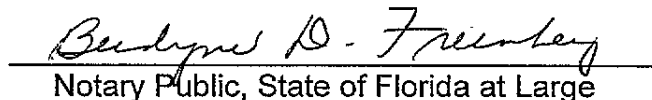
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Ft. Lauderdale, Florida this 17th day of December, 1997 for the uses and purposes aforesaid.


Joseph D. Trombetti, Subscriber

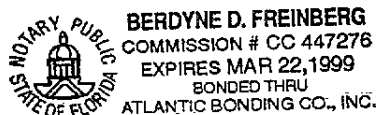
STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Joseph D. Trombetti, to me known, and known by me to be the person who executed the above and foregoing Articles of Incorporation, for all those purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid on the 17th day of December, 1997.


Notary Public, State of Florida at Large

My commission expires:



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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in
compliance with said Act:

Worldwide Concession Group, Inc.

First-That _____ desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the Articles of Incorporation at
the City of Hollywood, County of Broward, State of Florida, has named Andre S.
Burton located at 4310 Sheridan Street #202, City of Hollywood, County of Broward,
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT; (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY:



Signature of Registered Agent

98 JAN - 7 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED