

January 30, 1998

New Registrations
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

P98000011785

RE: Worldwide Media Corporation Registration

Dear New Registrations,

Enclosed please find check in the amount of \$75.00 (\$70.00 fee + \$5.00 for priority postage) as well as a copy of the articles of incorporation for Worldwide Media Corporation, 6431 Boca Circle, Boca Raton, FL 33433. Would you kindly and send back state certificate by priority mail. Enclosed is a return priority envelope.

Thank you in advance.

Michael Abbot

Michael Abbot, Registered Agent
Worldwide Media Corporation
561-394-6573

FILED
98 FEB -5 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100002418031--6
-02/02/98--01024--001
*****75.00 *****75.00

441-2/5/98

W98-2462

Worldwide Media Corporation  Worldwide Strategic Marketing Services
6431 Boca Circle Boca Raton, FL USA 33433 Call Center: 561.394.6573
Specializing In Interactive Voice and Fax Information-On-Demand Communications & Advertising Systems
That Get Business Coming to You - featuring **INSTANT INFORMATION**



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1998

MICHAEL ABBOT
6431 BOCA CIR
BOCA RATON, FL 33433

SUBJECT: WORLDWIDE MEDIA CORPORATION
Ref. Number: W98000002462

We have received your document for WORLDWIDE MEDIA CORPORATION and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 298A00006116

February 4, 1998

Tracy Meyer
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Enclosed please find two copies of revised Articles of Incorporation for Worldwide Media Corporation and two copies of Acceptance Letter for Registered Agent.

Would you kindly process this paperwork as soon as received.

Thanks in advance for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Michael Abbot". The signature is fluid and stylized, with the first letters of the first and last names being capitalized and prominent.

Michael Abbot

CERTIFICATE OF INCORPORATION OF WORLDWIDE MEDIA CORPORATION
A CLOSE CORPORATION

First: The name of this corporation is WORLDWIDE MEDIA CORPORATION.

Second: It's registered office in the State of Florida is 6431 Boca Circle, Boca Raton, FL 33433. The registered agent in charge is: Michael Abbot, address "same as above." It's mailing address in the State of Florida is 6431 Boca Circle, Boca Raton, FL 33433

Third: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

Fourth: The amount of total authorized capital stock of the corporation is divided into 1000 shares of common stock, no par value.

Fifth: The name and mailing address of the incorporator is: Michael Abbot, 6431 Boca Circle, Boca Raton, FL 33433.

Sixth: The powers of the incorporators are to terminate upon filing of the Certificate of Incorporation, and the names(s) and mailing address(as) of the persons who are to serve as director(s) until the first annual meeting of stockholders or until their successors are elected are as follows:

Michael Abbot, 6431 Boca Circle, Boca Raton, FL 33433
Ronnie Schmidt, 1242 Glenbrook Road, Huntingdon Valley, PA 19006

Seventh: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than 30 persons.

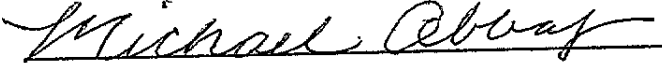
Eighth: All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 202 of the General Corporation Law. Each stockholder shall offer to the Corporation or to other stockholders of the corporation a 30 day "first refusal" option to purchase his or her stock should s(he) elect to sell his stock.

Ninth: The corporation shall make no offering of any of it's stock of any class which would constitute a "public offering" within the meaning of the Unites States Securities Act of 1933, as it may amended from time to time.

Tenth: Directors of the corporation shall not be liable to either the corporation or to it's stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation to the corporation or it's stockholders; (2) acts of omission not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability of unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

We, THE UNDERSIGNED, for the purposes of forming a corporation under the laws of the State of Florida, do make, file and record this certificate, and do certify that the facts stated herein are true, and we have accordingly hereunto set our hands.

DATED AT: February 4, 1998


Michael Abbot

FILED
98 FEB -5 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 4, 1998

Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, FL 32399

RE: Acceptance Letter For Resident Agent Position for Worldwide Media Corporation

Dear Division of Corporations,

I accept the duties and responsibilities of the position of registered agent in the State of Florida for the Worldwide Media Corporation.

Sincerely,

A handwritten signature in cursive script, appearing to read "Michael Abbot".

Michael Abbot

FILED
98 FEB -5 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA