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LAW OFFICES

DICKENSON, MURDOCH, REX AND SLOAN  
CHARTERED

REAL PROPERTY LAW  
ESTATE PLANNING AND ADMINISTRATION  
SECURITIES ARBITRATION AND LITIGATION  
INVESTORS RIGHTS

DAVID B. DICKENSON<sup>1</sup>  
RICHARD A. MURDOCH<sup>1</sup>  
ROBERT H. REX<sup>2</sup>  
BARBARA A. SLOAN<sup>3</sup>

RUSSELL C. SILVERGLATE  
BARBARA K. OLSON

<sup>1</sup> CERTIFIED IN REAL ESTATE BY  
THE FLORIDA BAR BOARD OF CERTIFICATION  
<sup>2</sup> MEMBER FLORIDA AND TEXAS BARS  
<sup>3</sup> MEMBER FLORIDA AND NORTH CAROLINA BARS

SUITE 410 COMPSON FINANCIAL CENTER  
980 NORTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33432

TELEPHONE (561) 391-1900  
BROWARD (954) 426-1900  
PALM BEACH (561) 737-7577  
TELECOPIER (561) 391-1933

February 4, 1998

Secretary of State  
Bureau of Corporate Records  
Charter Section  
409 East Gaines Street  
Tallahassee, Florida 32399

300002422323--8  
-02/05/98--01054-013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
DEAL WORLDWIDE SERVICES, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-proposed corporation, together with our check payable to the Department of State, covering the following items:

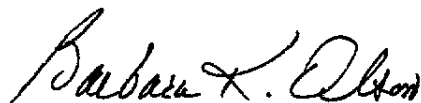
Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent Fee		<u>35.00</u>
	\$	122.50

Please return the certified copy to the attention of the undersigned at this office.

If you have any questions with reference to the filing of these Articles of Incorporation, please call me before returning the enclosures.

Thank you for your consideration in this matter.

Very truly yours,



you Barbara A. Sloan, Esq.

Enclosures

cc: Mr. and Mrs. Alan Lobou

FILED  
98 FEB -5 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DN 2-6-98

ARTICLES OF INCORPORATION  
OF  
DEAL WORLDWIDE SERVICES, INC.

FILED  
98 FEB -5 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of the Corporation is: DEAL WORLDWIDE SERVICES, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 1700 El Linton Lake Drive, Delray Beach, Florida 33445.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 980 North Federal Highway, Suite 410, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is Barbara A. Sloan, Esq. By execution

of these Articles of Incorporation, Barbara A. Sloan, Esq. (registered agent), acknowledges and accepts the duties and responsibilities as registered agent for said Corporation.

#### ARTICLE VI.

##### BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially.

The number of directors may be increased or decreased from time to time by the By-Laws.

#### ARTICLE VII.

##### CAPITAL STOCK

This Corporation is authorized to issue Nine Thousand (9,000) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

#### ARTICLE VIII.

##### INCORPORATOR

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

ALAN R. LOBOU  
1700 El Linton Lake Drive  
DELRAY BEACH, FLORIDA 33445

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

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

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

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

ARTICLE XII.

INDEMNIFICATION

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

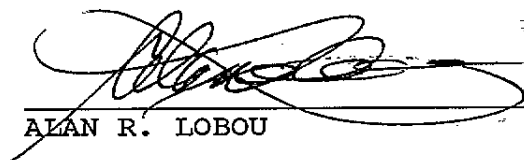
ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto,

and any right conferred upon the shareholders is subject to this reservation.

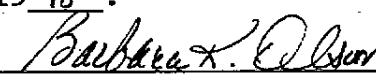
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3<sup>rd</sup> day of February, 1998.

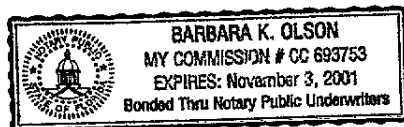
  
ALAN R. LOBOU

STATE OF FLORIDA

COUNTY OF PALM BEACH

Subscribed, acknowledged and sworn to before me by ALAN R. LOBOU, who is personally known to me or who has produced a driver's license as identification, and who did take an oath, on this 3<sup>rd</sup> day of February, 1998.

  
NOTARY PUBLIC, State of Florida  
Barbara K. Olson  
(Print Name of Notary)  
State of Florida at Large (Seal)



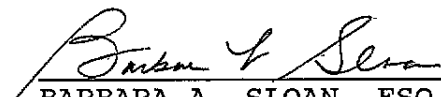
My Commission Expires:

Serial Number, if any

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned being named as Registered Agent to accept service of process of DEAL WORLDWIDE SERVICES, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: February 3, 1998

  
BARBARA A. SLOAN, ESQ.