

P980000 97081

September 21, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500002679335--1
-11/03/98--01074--013
*****78.75 *****78.75

To Whom It May Concern:

Please file the enclosed articles of incorporation and certificate of designation of registered agent/office. Enclosed is:

An original Articles of Incorporation
An original Certificate of Designation of Registered Agent/Office
Two copies of the Articles of Incorporation
A check in the amount of \$78.75

Optional Services requested:

Please provide a Certificate of Incorporation. (\$78.75 fee is enclosed.)

Corporate Name: Integrated Worldwide Resources, Inc.

Incorporator's name: Michael J. Winter

Address: P.O. Box 07446
Ft. Myers, FL 33919

Daytime phone: (941) 275-6859 *disconnected #*

Please send responses or receipts concerning this filing to the above address.
Thank you for your assistance.

Date: September 21, 1998, 1998

**Signature of
Incorporator:**



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 PM 2:00

W98-25107
B. BROCK NOV 18 1998

Attn: Barbara Brock
Document Specialist

November 16, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Letter Number
798 A 00053993

Ref #: W98 000025107

To Whom It May Concern:

Pursuant to your request, please file the enclosed articles of incorporation and certificate of designation of registered agent/office. We have modified the documents to include a Florida street address for our registered agent as per your letter of November 5, 1998. Enclosed is:

An original Articles of Incorporation
An original Certificate of Designation of Registered Agent/Office
Two copies of the Articles of Incorporation

Optional Services requested:

Corporate Name: Integrated Worldwide Resources, Inc.

Incorporator's name: Michael J. Winter
Address: 5400 Ashton Circle
Ft. Myers, FL 33907

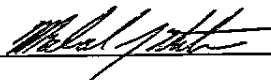
Daytime phone: (941) 418-1490

or (941) 274-0613

Please send responses or receipts concerning this filing to the above address.
Thank you for your assistance.

Date: November 16, 1998

**Signature of
Incorporator:**





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 5, 1998

MICHAEL J. WINTER
P.O. BOX 07446
FT. MYERS, FL 33919

SUBJECT: INTEGRATED WORLDWIDE RESOURCES, INC.
Ref. Number: W98000025107

We have received your document for INTEGRATED WORLDWIDE RESOURCES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 798A00053993

ARTICLES OF INCORPORATION
of

INTEGRATED WORLDWIDE RESOURCES, INC.

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is: **INTEGRATED WORLDWIDE RESOURCES, INC.**

Article 2. The principal place of business and mailing address of this corporation is:

1775-06 Red Cedar Drive
Ft. Myers, FL 33907

Article 3. The corporation is authorized to issue one class of stock, that being shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

Michael J. Winter
5400 Ashton Circle
Ft. Myers, FL 33907

Article 5. The name and street address of the incorporator of this corporation is:

Michael J. Winter
5400 Ashton Circle
Ft. Myers, FL 33907

Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damage due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below:

Date:

September 21, 1998

Name of Incorporator:

Michael J. Winter

Signature of Incorporator:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 PM 2:00

Integrated Worldwide Resources, Inc.

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

Pursuant to Section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

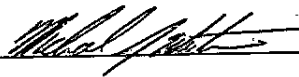
1. The name and address of the corporation's registered agent and registered office is:

Name: Michael J. Winter
Street Address: 5400 Ashton Circle
Fort Myers, FL 33907

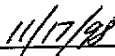
Having been named as the registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.

INTEGRATED WORLDWIDE RESOURCES, INC.

Signature of registered agent:



Date of signature:



98 NOV 18 PM 2:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS