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+ BOARD CERTIFIED BUSINESS LITIGATION

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December 3, 1998

Charter Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

500002704775--7
-12/07/98--01115--019
****122.50 *****78.75

Re: Sheffield Worldwide Associated Network, Inc.

Dear Sir or Madam:

Enclosed herein please find the original and one executed copy of the Articles of Incorporation for the above referenced proposed corporation. Please file the original and return a certified copy to the undersigned.

Our firm check in amount of \$122.50 is enclosed to cover your fees for filing, registered agent designation, and certified copy.

Thank you for your assistance in this matter.

Very truly yours,

GOLDSTEIN, BUCKLEY, CECHMAN,
RICE & PURTZ, P.A.

J. JEFFREY RICE

JJR:smd

Enclosures

FILED
98 DEC -7 AM 10:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OTHER OFFICES

CAPE CORAL
(941) 574-5575

LEHIGH ACRES
(941) 368-6101

NAPLES
(941) 262-4888

PORT CHARLOTTE
(941) 624-2393

ARTICLES OF INCORPORATION
OF
SHEFFIELD WORLDWIDE ASSOCIATED NETWORK, INC.

FILED
98 DEC -7 AM 10:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, being individuals competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is SHEFFIELD WORLDWIDE ASSOCIATED NETWORK, INC., and the address of the principal office is 930 S.W. 31st Street, Cape Coral, Florida 33914.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of ONE DOLLAR (\$1.00) par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

TAXATION: It is intended that this corporation shall file for taxation under Subchapter S provision of the Internal Revenue Code.

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial principal office of this corporation is 930 S.W. 31st Street, Cape Coral, Florida 33914. The name of the initial registered agent of this corporation is Jerry W. Sheffield.

Having been named to accept service of process for SHEFFIELD WORLDWIDE ASSOCIATED NETWORK, INC., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY:

Jerry W. Sheffield
Jerry W. Sheffield

ARTICLE VIII

DIRECTORS: The number of Directors shall be 2 initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE IX

INITIAL DIRECTORS: The names and addresses of the initial Directors, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until his or her successor is elected and has qualified are:

FILED
98 DEC -7 AM 10:02
CLERK OF DISTRICT COURT
PALM BEACH COUNTY
FLORIDA

NAME AND ADDRESS

Jerry W. Sheffield
930 S.W. 31st Street
Cape Coral, Florida 33914

Patricia A. Sheffield
930 S.W. 31st Street
Cape Coral, Florida 33914

SUBSCRIBERS: The names and addresses of the Subscribers to these Articles of Incorporation is as follows:

NAME AND ADDRESS

SHARES

Jerry W. Sheffield and
Patricia A. Sheffield
930 S.W. 31st Street
Cape Coral, Florida 33914

100

ARTICLE X

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
acknowledged and filed the foregoing Articles of Incorporation,
under the laws of the State of Florida, this 3rd day of December,
1998.

SHEFFIELD WORLDWIDE ASSOCIATED
NETWORK, INC.,
a Florida corporation

Marilyn G. Hewins
Witness

By: Jerry W. Sheffield (SEAL)
Jerry W. Sheffield

Susan M. Dunaway
Witness

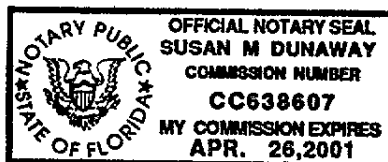
By: Patricia A. Sheffield (SEAL)
Patricia A. Sheffield

State of Florida)
County of Lee) §

The foregoing instrument was acknowledged before me this
3rd day of December, 1998, by Jerry W. Sheffield and
Patricia A. Sheffield who are personally known to me or produced
FL Driver Licenses (type of identification).

Susan M. Dunaway
Notary Public
Name: SUSAN M. DUNAWAY
Certificate No. _____
OR Serial No. _____

My Commission Expires: _____



(SEAL)