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FILING COVER SHEET

REFERENCE: 0150. 4946

DATE: 12-22-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Worldnet Corporation

98 DEC 22 PM 2:12
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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STATE FEES PREPAID WITH CHECK # 3885 FOR \$ 78.75

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 -12/22/98-01064-004
 *****78.75 *****78.75

PLEASE FILE:

- ARTICLES OF INC. () AMENDMENT () DISSOLUTION
- ANNUAL REPORT () MERGER () WITHDRAWAL
- () QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
- () FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
- () TRADEMARK/SERVICE () UCC-1 () UCC-3

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 SECRETARY OF STATE

PROCESSED

PROVIDE US WITH:

- CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

Examiner's Initials

ARTICLES OF INCORPORATION

OF

WORLDNET CORPORATION

ARTICLE I

The name of the corporation is WORLDNET CORPORATION (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Paul Siska, 905 Brickell Bay Drive, Suite 928, Miami, Florida 33131.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
10,000,000	\$.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

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ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 905 Brickell Bay Drive, Suite 928, 33131, City of Miami, County of Dade, and the name of its initial registered agent at such office is Paul Siska.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors who is to serve as the Corporation's director until his successors are duly elected and qualified is:

Simon Parra
905 Brickell Bay Drive
Suite 928
Miami, FL 33131

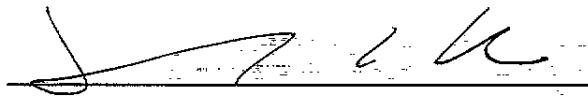
ARTICLE VII

The name of the Incorporator is Fernando C. Alonso and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

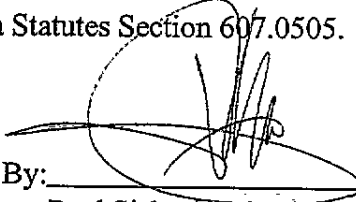
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18 day of December, 1998.



Fernando C. Alonso
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of WORLDNET CORPORATION, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

By: 
Paul Siska, Registered Agent

DATED: December, __ 1998.

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