

P99000001781

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Nexworld, Incorporated

400002733264--8

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*****78.75 *****78.75

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

EFFECTIVE DATE
01-08-99

99 JAN -7 PM 1:19

99 JAN -7 AM 11:03

RECEIVED
TALLAHASSEE
FLORIDA
DEPARTMENT OF REVENUE

RECEIVED

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

1/7/99 9:56

RECEIVED
TALLAHASSEE
FLORIDA
DEPARTMENT OF REVENUE
JAN 27 1999

**ARTICLES OF INCORPORATION
OF
NEXWORLD, INCORPORATED**

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
59 JAN -7 PM 1:19

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

NEXWORLD INCORPORATED

ARTICLE II

Existence of Corporation

This corporation shall begin existence on January 8, 1999, and shall have perpetual existence.

ARTICLE III

Purposes

The general nature of the business to be transacted by this corporation and the general purposes for which the corporation is organized shall be to engage in any and all business permitted under the laws of the State of Florida, and to engage in any and all businesses and matters incidental to or connected with the foregoing in any manner or way whatsoever. Furthermore, the corporation may engage in the transaction of any or all lawful businesses for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of corporate policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of the directors, officers and employees

of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directory, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares having a par value of \$ 1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose.

ARTICLE VI

Registered Office Principal Address and Registered Agent

The principal address and the corporation's initial registered office address is 7024 Hammock Trace Drive, Viera, Florida 32940 and the name of the corporation's initial registered agent is J. Garry Rooney, address is 7024 Hammock Trace Drive, Viera, Florida 32940. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as the member thereof is as follows:

Name: J. Garry Rooney Address: 7024 Hammock Trace Drive, Viera, Florida 32940.

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

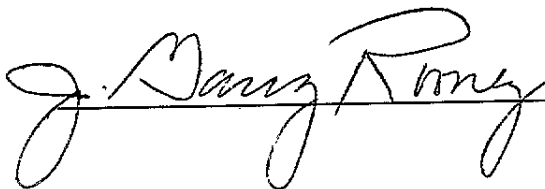
ARTICLE X

Indemnification

The Corporation shall indemnify, or advance reasonable expenses, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that they (i) are or were a director of the Corporation; (ii) are or were serving at the request of the Corporation as a director of another corporation; (iii) are or were an officer of the Corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that they are or were an officer, employee or agent of the Corporation, or are or were serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

INCORPORATOR:


A handwritten signature in cursive script, appearing to read "J. Barry Roney", written over a horizontal line.

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 6th day of January, 1999, by J. Garry Rooney, who produced IS KNOWN BY ME as ~~identification~~ and who did take an oath.

WITNESS my hand and official seal and the date aforesaid.

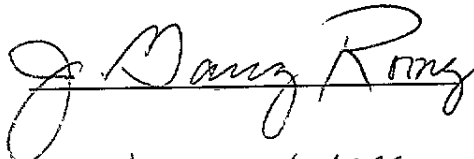

(Print Name) Mary Jo Tilton
MY COMMISSION # CC583756 EXPIRES
September 14, 2000
Notary Public - State of Florida
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires:

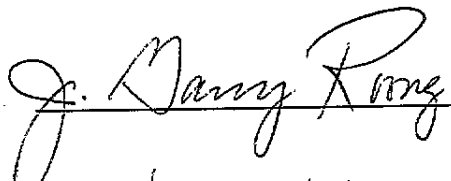
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

NEXWORLD, INCORPORATED with its principal place of business at 7024 Hammock Trace Drive, City of Viera, County of Brevard, State of Florida, has named J. Garry Rooney located at 7024 Hammock Trace Drive, City of Viera, County of Brevard, State of Florida, as its agent to accept service of process within Florida.


Date: January 6, 1999

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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.


Date: January 6, 1999

FILED
CLERK OF CIRCUIT COURT
JAN 7 1999
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