

Friday, February 12, 1999

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Fax Number : (850) 922-4001

EFFECTIVE DATE  
2-11-99

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Worldnet Commerce, Inc.

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TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Worldnet Commerce, Inc.

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### Article II. Address

The mailing address of the Corporation is:  
Worldnet Commerce, Inc.  
1299 East Commercial Boulevard  
Fort Lauderdale FL 33334

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Richard Morgan, Esq.  
200 South Biscayne Boulevard, 20th Floor  
Miami FL 33131-2310

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Paula Gambrell

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

William Salgado | FL Bar Member 0147796  
Keith Mack LLP  
200 South Biscayne Boulevard, 20th Floor  
Miami FL 33131-2310  
305-358-7605

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Article V. Capital Stock

The Corporation shall have the authority to issue 5,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

William Salgado

Keith Mack LLP

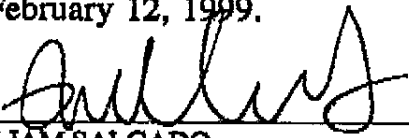
200 South Biscayne Boulevard, 20th Floor

Miami FL 33131-2310

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 11, 1999.

The undersigned incorporator executed these Articles of Incorporation on February 12, 1999.



WILLIAM SALGADO

by L.A. Uriarte as attorney-in-fact

William Salgado | FL Bar Member 0147796

Keith Mack LLP

200 South Biscayne Boulevard, 20th Floor

Miami FL 33131-2310

305-358-7605

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**


**CORPORATION:**

Worldnet Commerce, Inc.

**REGISTERED AGENT/OFFICE:**

Richard Morgan, Esq.  
200 South Biscayne Boulevard, 20th Floor  
Miami FL 33131-2310

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



RICHARD MORGAN, ESQ.  
by L.A. Uriarte as attorney-in-fact

Date: February 12, 1999

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