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**LAW OFFICES OF ROBERT M. GELLER
AND ASSOCIATES**

610 W. AZEELE STREET
OLD HYDE PARK
TAMPA, FL 33606
(813) 254-7687
February 19, 1999

**Robert M. Geller
Frank T. Papa**

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fl. 32314

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-02/24/99--01024--006
*****78.75 *****78.75

Worldwide Telecom, Inc.

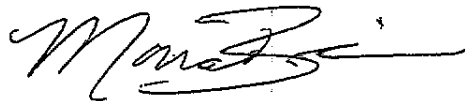
Re: ~~IL GABBIANO, INC.~~

Dear Sir/Madam:

Enclosed for filing is an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, I have enclosed a check in the amount of \$78.75, representing the filing fee and registered agent fee.

Please file the original Articles of Incorporation and return a certified copy with the filing date stamped on it to our office in the provided self-addressed stamped envelope.

Sincerely,
Law Offices of Robert M. Geller



Mona H. Bedair
Paralegal

Enclosures: As stated
xc: Client

*RMG
2/26/99*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 24 AM 7:56

FILED

ARTICLES OF INCORPORATION
OF
WORLDWIDE TELECOM, CORPORATION

FILED
99 FEB 24 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

NAME

The name of this corporation shall be **WORLDWIDE TELECOM, CORPORATION**, and the principal office of said corporation is as follows: 4271 N.W. 89th Ave., #203, Coral Springs, FL 33065.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this state.

III.

TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these Articles of Incorporation, and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue one hundred shares (100) of no par stock.

V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 610 W. Azeele St., Tampa, FL 33606 the name of the initial registered agent of this corporation at that address is Robert M. Geller.

VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Wayne Galazzi

Address: 4271 N.W. 89th Ave
#203
Coral Springs, FL 33605

VIII.

INCORPORATORS

The name and address of the person signing these Articles is:

Robert M. Geller, Esq. 610 W. Azeele St.
Tampa, Florida 33606

IX.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

X.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of ~~June~~, 1999.

February

By: 
ROBERT M. GELLER, ESQ.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared ROBERT M. GELLER, ESQ. to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 19th day of February, 1999.



CATHERINE HOCKETT
My Commission CC512867
Expires Nov. 29, 1999

Catherine Hockett
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, following is submitted, in compliance with said Act:

First, That **Worldwide Telecom Corporation** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida has named Robert M. Geller, Esq., located at 610 W. Azeele St., Tampa, Florida 33606, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT;

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Robert M. Geller*

Robert M. Geller, Esq.
REGISTERED AGENT

99 FEB 24 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED