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CLIFFORD A. WOLFF, ESQ.

3800 Galt Ocean Drive  
Suite 914  
Fort Lauderdale, Florida 33308

(954) 565-5040

April 13, 1999

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

800002844098--2  
-04/19/99-01120-007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Worldsites Carolina, Inc.

To Whom May Concern:

Please find enclosed an original and one copy of the Articles of Incorporation and Appointment of Registered Agent for Worldsites Carolina, Inc. Also enclosed is check number 1110 in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75). Please return one "filed" copy of the Articles of Incorporation to my attention after filing is complete. Thank you in advance for your assistance.

Sincerely,



Clifford A. Wolff, Esq.

CAW  
Enclosures (stated)

cc: Mark Peres  
Richard Lee

Clifford Wolff GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT add incorporation  
DATE 4-21-99  
DOC. EXAM BR

FILED  
99 APR 19 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER APR 21 1999

**ARTICLES OF INCORPORATION**

**OF**

**WORLDSITES CAROLINA, INC.**

**FILED**  
99 APR 19 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I – Name**

The name of the corporation is Worldsites Carolina, Inc.

**Article II – Duration**

The corporation shall have a perpetual existence.

**Article III – Purpose**

The corporation is organized for the purpose of transacting any and all lawful business within and outside of the State of Florida.

**Article IV – Address**

The principle place of business of the corporation shall be:

3800 Galt Ocean Drive  
Suite 914  
Fort Lauderdale, Florida 33308.

The mailing address of the corporation shall be:

3800 Galt Ocean Drive  
Suite 914  
Fort Lauderdale, Florida 33308

**Article V – Capital Stock**

The corporation is authorized to issue Two Thousand (2000) shares of U.S. 01/100 Dollar (\$0.01) par value per share common stock.

**Article VI – Initial Registered Office and Agent**

The street address of the initial registered office is:

3800 Galt Ocean Drive  
Suite 914  
Fort Lauderdale, Florida 33308

and the name of the initial registered agent of this corporation is:

Clifford A. Wolff, Esq.

Pursuant to Florida Statute Sect. 607.0501(3), a written acceptance is attached.

#### **Article VII – Initial Board of Directors**

The corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1) director. The names and address of the initial directors of this corporation are listed below:

Mark F. Peres      721 Southeast 8<sup>th</sup> Street  
Fort Lauderdale, Florida 33316

Richard Lee      580 Cascade Falls Drive  
Weston, Florida 33327

Clifford A. Wolff      3800 Galt Ocean Drive  
Suite 914  
Fort Lauderdale, Florida 33308

#### **Article VIII – Amendment**

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

#### **Article IX – Bylaws**

Bylaws of the corporation may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the Board of Directors.

By: 

Clifford A. Wolff, Esq.

Incorporator

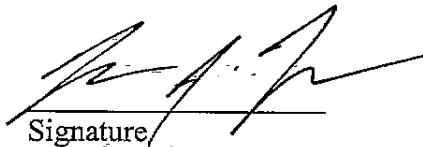
Dated: April 13, 1999.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as Registered Agent for Worldsites Carolina, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state that I am familiar with, and agree to accept, the duties and responsibilities as registered agent for the Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT:

Clifford A. Wolff, Esq.

  
Signature

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