

Thursday, May 6, 1999

Division of Corporations

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

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.

World Capital.com, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
World Capital.com, Inc.

Article II. Address

The mailing address of the Corporation is:
World Capital.com, Inc.
1299 East Commercial Boulevard
2nd Floor
Ft. 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 J. Gambrill

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 2,000 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 May 6, 1999.

The undersigned incorporator executed these Articles of Incorporation on May 6, 1999.



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

William Salgado I 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:

World Capital.com, Inc.

REGISTERED AGENT/OFFICE:

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

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TALLAHASSEE FLORIDA

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: May 6, 1999

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