



THE UNITED STATES
CORPORATION
COMPANY

P99000044412

ACCOUNT NO. : 072100000032

REFERENCE : 240707 4730843

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 70

ORDER DATE : May 14, 1999

ORDER TIME : 2:30 PM

ORDER NO. : 240707-005

CUSTOMER NO: 4730843

200002876262--1

CUSTOMER: Mr. Christ Gaetanos
CHRIST GAETANOS, ESQ.
CHRIST GAETANOS, ESQ.
Key Center, Suite #1320
50 Fountain Plaza
Buffalo, NY 142022212

DOMESTIC FILING

NAME: WORLD SYNERGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
99 MAY 14 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 MAY 14 PM 4:02
DIVISION OF CORPORATION

5-17
WS

5/13/99
worldsyncert.inc

ARTICLES OF INCORPORATION
OF
WORLD SYNERGIES, INC.

FILED
99 MAY 14 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Christ Gaetanos, the undersigned, being the sole incorporator of WORLD SYNERGIES, INC., does hereby certify that:

1. The name of the Corporation is WORLD SYNERGIES, INC.
2. The principal place of business and mailing address of this Corporation will be:

World Synergies, Inc.
c/o Christ Gaetanos, Esq.
Key Center, Suite 1320
50 Fountain Plaza
Buffalo, New York 14202-2212

3. The Corporation will have the authority to issue, and have outstanding at any one time, one hundred shares of stock, all of which will be without par value and of the same class. The Board of Directors of the Corporation will have the authority to set the consideration to be given for such shares, and to determine what portion thereof is allocated to stated capital. The Board is not authorized to issue shares without certificates or partly paid shares. The Board of Directors of the Corporation will have the authority to set the consideration to be given for such shares, and to determine what portion thereof is allocated to stated capital. The Board is not authorized to issue shares without certificates or partly paid shares.

4. The initial registered agent and street address for the Corporation are:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301-2607

5. The name and address of the incorporator for these Articles of Incorporation is:

Christ Gaetanos
Key Center, Suite 1320
50 Fountain Plaza
Buffalo, New York 14202-2212

6. The Corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act. This Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

7. The holders of equity or voting shares, or both, of any class will have, in case of the proposed issuance by the Corporation, or the proposed granting by the Corporation of rights or options to purchase, its equity or voting shares, or both, of any class of any shares or other securities convertible into or carrying rights or options to purchase its equity or voting shares, or both, of any class, if the issuance of the equity or voting shares, or both, proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights or voting rights, as the case may be, of such holders, the right during a reasonable time and upon reasonable conditions, both to be fixed by the Board, to purchase such shares or other securities in such proportions as will be determined by this paragraph.

The preemptive rights provided for in the paragraph immediately preceding will entitle shareholders having such rights to purchase the shares or other securities to be offered or optioned for sale as nearly as practicable, in such proportions as would, if such preemptive right was exercised, preserve the relative unlimited dividend rights and voting rights of such holders, and at a price or prices not less favorable than the price or prices at which such shares or other securities are proposed to be offered for sale to others, without deduction for the reasonable expenses of and compensation for the sale, underwriting or purchase of such shares, or other securities by underwriters or dealers as may lawfully be paid for by the Corporation.

Shares or other securities offered for sale or subjected to rights or options to purchase will not be subject to the preemptive rights specified herein if they: (a) are to be issued by the Board to effect a merger or consolidation, or offered or subject to rights or options for consideration other than cash; (b) issued to satisfy conversion or option rights created to provide compensation to Directors, Officers, agents or employees of the Corporation or its subsidiaries or affiliates; (c) issued as compensation to Directors, Officers, agents or employees of the Corporation or its subsidiaries or affiliates; (d) are treasury shares; (e) are part of the shares or other securities of the Corporation authorized in its original Certificate of Incorporation, and are issued, sold or optioned within six months from the date of filing of such Certificate; (f) are to be issued under a plan of reorganization approved in a proceeding under any applicable act of Congress relating to reorganization of Corporations; and (g) are transferred for consideration other than money.

8. In all elections of directors of the Corporation, each shareholder will be entitled to as many votes as will equal the number of shares which, except for such provisions as to cumulative voting, he would be entitled to cast for the election of directors with respect to his shares, multiplied by the number of directors to be elected. Each shareholder may cast all of such votes for a single director, or may distribute them among two or more of them, at his, her or its sole discretion, which right, when exercised, will be termed "cumulative voting."

9. The Directors of the Corporation will not be liable personally to the Corporation or to its shareholders for damages for breach of any duty to the Corporation or its shareholders in their respective capacities as Directors; provided, however, that Directors will have liability if a judgment or other final adjudication adverse to any Director otherwise benefitted by this provision establishes that such Director's acts or omissions: (g) breached or failed to perform his or her duties as a Director; (h) violated criminal law, unless the Director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (i) derived an improper personal benefit, either directly or indirectly; (j) a circumstance under which the liability provisions of Fla. Stat. § 607.0834 are applicable; (e) in a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, demonstrated a conscious disregard for the best interests of the Corporation, or willful misconduct; or (e) in a proceeding by or in the right of someone other than the Corporation or a Shareholders, established recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

Any repeal or modification of the foregoing paragraph will not adversely affect any right to protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

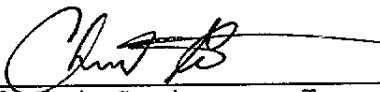
10. Whenever shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of issued and outstanding, fully paid shares having no less than the minimum number of votes that would be necessary to authorize or take such action at which all shares entitled to vote thereon were present and voted, and further in accord with the N.Y. Business Corporation Law.

11. To the extent any provision of this Certificate is prohibited by law because it restricts improperly the Corporation's Board of Directors in its management of the Corporation's affairs, or transfers improperly to one or more shareholders or to one or more persons or corporations to be selected by him, her, it or them

all or any part of the authority of the Board, such provision will be binding nevertheless on the Corporation's initial shareholders and also on subsequent shareholders, whether by original issue or as transferees of shares so issued. This paragraph will constitute the authorization that is or may be required under Florida law. This provision may not be modified except by affirmative vote of the holders of two-thirds of the votes of all outstanding shares entitled to vote thereon.

12. The Corporation reserves the right to amend, alter or repeal any provision of the Certificate (as it may be amended from time to time), as prescribed by Florida law, and all rights and powers conferred on directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 3rd day of February, 1999, and in so doing affirms, under penalties of perjury, the truth of the statements contained herein.



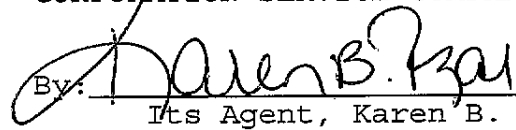
Christ Gaetanos, Incorporator

FILED
99 MAY 14 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

HBD/crl