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STANLEY B. LEWIS

ATTORNEY AT LAW
P.O. Box 69-3692
Miami, Florida 33269-3692

Admitted in Florida and Arkansas

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Telephone: (305) 654-8011
Facsimile: (305) 999-0034

June 30, 1999

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation:
McWORLD INTERNATIONAL, INC.

500002923805--7

-07/06/99--01109--017

*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for the above-referenced corporation along with a Check #336 in the sum of \$78.75 for filing fee.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked certified copy of each document to the following:

STANLEY B. LEWIS, Esq.
P.O. Box 69-3692
Miami, Florida 33269-3692

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

Encls. (3)

D. BROWN JUL 14 1999

ARTICLES OF INCORPORATION

OF

Mc-WORLD INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is Mc-WORLD INTERNATIONAL, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 6151 Miramar Parkway, Suite 205, Miramar, Florida 33023.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Fifteen Thousand (15,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may

authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 6151 Miramar Parkway, Suite 205, Miramar, Florida 33023, and JAMES McCLAIN is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the By-Laws.

The initial Board of Directors of the Corporation shall be comprised of:

JAMES McCLAIN
6151 Miramar Parkway, Suite 205
Miramar, Florida 33023

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

JAMES MCCLAIN
6151 Miramar Parkway, Suite 205
Miramar, Florida 33023

IN WITNESS WHEREOF, I, JAMES MCCLAIN, the undersigned incorporator, have signed these Articles of Incorporation on this 30th day of June, 1999 and acknowledged the same to be my act.

James McClain
JAMES MCCLAIN

STATE OF FLORIDA)

COUNTY OF DADE)

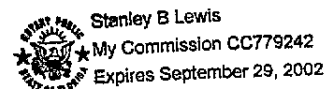
The foregoing instrument was sworn to before me this 30th day of June, 1999 by JAMES MCCLAIN, who personally appeared before me at the time of notarization, and who has provided Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis

STATE OF FLORIDA AT LARGE



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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That Mc-WORLD INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miramar, County of Broward, State of Florida, has named JAMES McCLAIN located at 6151 Miramar Parkway, Suite 205 in the City of Miramar, County of Broward, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: James McClain
JAMES McCLAIN

DATE: June 30, 1999

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CLERK OF STATE
TALLAHASSEE, FLORIDA