

Est. 1757
DRAKEFORD
&
DRAKEFORD
ACCOUNTANTS & CONSULTANTS
A PROFESSIONAL ASSOCIATION

FILED
99 AUG 19 PM 5:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Washington, D.C. Regional Offices
P.O. Box 508
King George, VA 22485
(540) 775-7115
(540) 775-7303 Facsimile
E-Mail: wdrakeford@drakefordanddrakeford.com

August 18, 1999

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

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-08/19/99--01054--013
****122.50 *****78.75

Re: World Skyline, Inc.

Dear Sir/Madam:

Enclosed herein is the original and copy of the Articles of Incorporation, together with original and copy of Registered Agent Form, regarding the above referenced corporation for filing.

Also enclosed herein is a check in the amount of \$122.50 to cover filing fees and Certification of Incorporation.

Please forward filed copy of Articles of Incorporation to the undersigned using the enclosed prepaid UPS envelope and air bill.

Sincerely,



Laura Ann Yancey
Associate

Enclosures

Washington D.C.
Regional Offices
(540) 775-7115 Fax: 775-7303
(703) 527-2299 Fax: 522-2930

Florida
(813) 248-3001
Fax: (813) 247-4115

California
(805) 946-4142
Fax: (805) 946-8403

Great Britain
011-44-1638-751794
Fax: 011-44-1638-751794

E-Mail: drakeford@3n.net

D. BROWN AUG 24 1999

ARTICLES OF INCORPORATION
OF
WORLD SKYLINE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation
hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the Corporation is:

World Skyline, Inc.

ARTICLE TWO
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE
PURPOSE

The Corporation will transact any and all lawful
business to include, but not restricted to, internet service.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the Corporation has
Authority to issue is Fifty Million (50,000,000) all of which shall be
common shares with a par value of \$.001

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued shares.

ARTICLE SIX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and resident agent is:

Drakeford & Drakeford, A Professional Association
2212 East 4th Avenue
Tampa, Florida 33605

ARTICLE SEVEN
DIRECTOR/OFFICERS

The initial governing board of the Corporation should be styled directors; the Officers and Directors are as follows:

Walter H.C. Drakeford-Director
Eric J. Adams- President

ARTICLE EIGHT
PRINCIPAL OFFICE

The corporation's principal office is located at:

2212 East 4th Avenue
Tampa, Florida 33605

ARTICLE NINE
INCORPORATORS

The name and address of the incorporator is:

Laura Ann Yancey
Drakeford & Drakeford, A Professional Association
P.O. Box 508
King George, Virginia 22485

IN WITNESS WHEREOF, I have subscribed my name on this 18 Day of August




Incorporator

STATE OF: Virginia

COUNTY OF: King George

On this 18th day of August, 1999, before me, the above-signed officer personally appeared Laura Ann Yancey, known to me, to be the whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purpose there contained.

IN WITNESS WHEREOF, I hereto set my hand and official seal.



Notary

My Commission Expires June 30, 2002

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TALLAHASSEE, FLORIDA

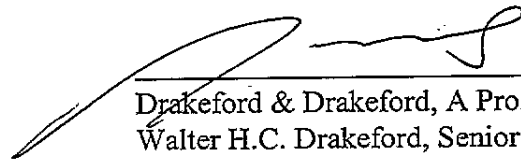
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

First that World Skyline, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the county of (Hillsborough), State of Florida, has named Drakeford & Drakeford, A Professional Association, 2212 East 4th Avenue, Tampa, Florida 33605, Mailing Address: P.O. Box 22023, Tampa, Florida 33622-2023, as its agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE;

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



Drakeford & Drakeford, A Professional Association
Walter H.C. Drakeford, Senior Managing Director