

SECRETARY OF STATE
STATE OF FLORIDA
Corporation Division
P.O. Box 6327
Tallahassee, Florida 32301

P99000087883

Gentlemen:

Re: REAL WORLD USA, INC.

100003003701--3
-10/04/99--01050--002
*****122.50 *****78.75

Please file the enclosed Articles of Incorporation and return the copy enclosed indicating the filing date. We enclosed a money order in the amount of \$122.50 for filing fees. If you need further assistance, please advice.

Thank you.

FILED
99 OCT -4 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS10/5/99

**ARTICLES OF INCORPORATION
OF
REAL WORLD USA, INC.**

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is: REAL WORLD USA, INC.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

1012 WARD CIRCLE
OVIEDO, FLORIDA 32765

**ARTICLE III
MAILING ADDRESS**

1012 WARD CIRCLE
OVIEDO, FLORIDA 32765

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue the following number of shares of the following classes at the following par values:

No. Shares: 500	Class: common	Par Value: \$1.00
-----------------	---------------	-------------------

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office, principal place of business and mailing address of this corporation is as follows:

1012 WARD CIRCLE
OVIEDO, FLORIDA 32765

The name of the initial registered agent at that address is: Edmondo D'Alfonso

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

FILED
99 OCT - 6 PM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The number of directors constituting the initial board of directors is one(1). The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one(1). The names and addresses of the initial directors of the corporation are as follows:

Edmondo D'Alfonso
1012 Ward Circle
Oviedo, Fl. 32765

ARTICLE VII INCORPORATOR(S)

The name(s) and address of the incorporator(s) signing these Articles of Incorporation is:

Edmondo D'Alfonso
1012 Ward Circle
Oviedo, Florida 32765

ARTICLE VIII BY LAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX NATURE OF THE BUSINESS

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other State, country or territory or nation.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI INFORMAL ACTION OF DIRECTORS

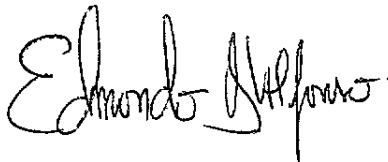
If all the directors separately or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

AMENDMENTS OF ARTICLES

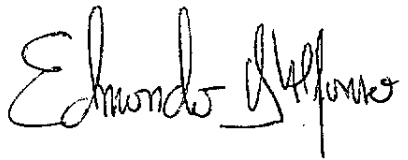
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this th day of September, 1999



Edmondo D'Alfonso
Incorporator

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of the Florida Statutes.

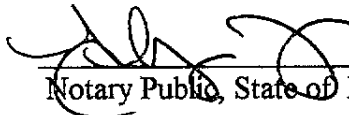


Edmondo D'Alfonso
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Edmondo D'Alfonso to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he/they executed such instrument.

IN WITNESS WHEREOF, I have herein to set my hand and seal this 28th day of September, 1999

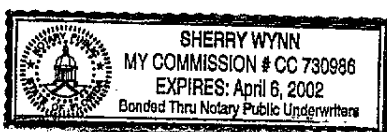


Notary Public, State of Florida

Identification Produced:

Fall
exp
2-20-06

My commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE
OF
REAL WORLD USA, INC.**


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

REAL WORLD USA, INC.

2. The name and address of the registered agent and office is:

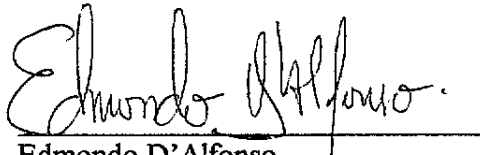
Edmondo D'Alfonso
1012 Ward Circle
Oviedo, Florida 32765


Edmond D'Alfonso
Registered Agent

FILED
99 OCT -4 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: September , 1999

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 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 A REGISTERED AGENT.


Edmondo D'Alfonso
Date: September , 1999