

P99000092231

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

E-Credit Provider.com, Inc.

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-01/04/00--01034--004
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File Cert. _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. COULLETTE JAN 04 2000

Signature _____

Requested by: CM 1/4 9:22

Name _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Share Exchange

The following Articles Of Share Exchange are being submitted in accordance with sections 607.1102 and 607.1105, Florida Statutes.

FIRST: The attached Plan of Share Exchange meets the requirements of sections 607.1102 and 607.1105, Florida Statutes.

SECOND: The Articles of Share Exchange shall become effective as of January 1, 2000.

THIRD: The exact name, street address or its principal office, jurisdiction, and entity type for the corporation being acquired (Subsidiary) is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
World Funding Group, Inc. 23123 State Road 7 Suite 340 Boca Raton, Florida 33428	Florida	For Profit

Florida Document/Registration Number: P98000003318 FEI Number: 65-0814263

FOURTH: The exact name, street address of its principal office, jurisdiction and entity type for the acquiring (Parent) corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
E-CreditProvider.com, Inc. 23123 State Road 7 Suite 340 Boca Raton, Florida 33428	Florida	For Profit

Florida Document/Registration Number: P99000092231 FEI Number: 65-0964993

FIFTH: Each Shareholder and Director of World Funding Group, Inc., the corporation being acquired and E-CreditProvider.com, Inc., the acquiring corporation has approved the Articles of Share Exchange and the attached Plan of Share Exchange in accordance with sections 607.1102 and 607.1105, Florida Statutes.

SIXTH: The Articles of Share Exchange comply and were executed in accordance with sections 607.1102 and 607.1105, Florida Statutes, which is the domiciliary jurisdiction of both corporations.

PLAN OF SHARE EXCHANGE

WHEREAS, E-CreditProvider.com, Inc., a Florida corporation ("E-Credit") and World Funding Group, Inc., a Florida corporation ("World") each of which will have or have issued all of their respective authorized and outstanding common shares to, George Kokinos, Trustee of the George Kokinos Trust date May 3, 1999 ("Kokinos"), have resolved that it is in the best interest of each respective corporation to enter into a share exchange in accordance with sections 607.1102 and 607.1105, Florida Statutes.

WHEREAS, the sole owner of 100% of the authorized, issued and outstanding shares of E-Credit will be Kokinos ("E-Credit Shareholder"); and

WHEREAS, the sole owner of 100% of the authorized, issued and outstanding shares of World is presently owned by Kokinos ("World Shareholder"); and

WHEREAS, the initial Board of Directors of the E-Credit has this day adopted, by unanimous consent, resolutions required by the Florida Business Corporation Act of the first Board of Directors; and

WHEREAS, the World Shareholder has determined that it is in the best interest of World to restructure the common stock holdings so that he will transfer and convey all of his issued and outstanding shares of World to E-Credit in consideration of the exchange for all of the issued and outstanding shares of E-Credit being issued to Kokinos; and

NOW, THEREFORE, BE IT RESOLVED THAT:

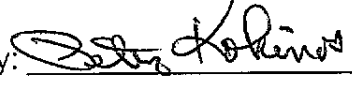
- A. That the Plan for Share Exchange and Articles of Share Exchange between World and E-Credit are unanimously approved.
- B. The World Shareholder shall transfer all of his shares to E-Credit in consideration of the exchange for which he will be issued 100% authorized and outstanding shares of E-Credit.
- C. Upon the World Shareholder transferring and conveying all of his shares to E-Credit, E-Credit shall become the Parent Corporation and 100% shareholder of World and World shall become the Subsidiary Corporation.

The foregoing resolutions, adopted by the Board of Directors of the respective corporations, by their unanimous consent, shall be immediately effective.

E-CreditProvider.com, Inc.

World Funding Group, Inc.

By: 
Peter Kokinos, Director

By: 
Peter Kokinos, Director

Dated: December 27, 1999

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SEVENTH: The persons below executing these Articles of Share Exchange are the duly authorized representatives of each respective corporation, to wit: World Funding Group, Inc, the corporation being acquired (Subsidiary) and E-CreditProvider.com, Inc., the acquiring corporation (Parent) and this document is being executed by each corporation as required by section 607.0102, Florida Statutes:

Name of Entity

Signature(s)

CORPORATION BEING ACQUIRED (Subsidiary)

World Funding Group, Inc.



George Kokinos, Trustee
Sole Shareholder

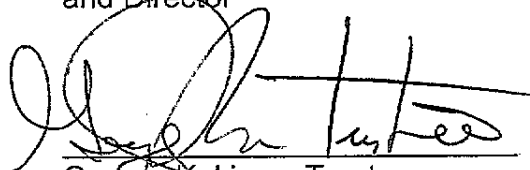
World Funding Group, Inc.



Peter Kokinos, President
and Director

CORPORATION ACQUIRING (Parent):

E-CreditProdiver.com, Inc.



George Kokinos, Trustee
Sole Shareholder

E-CreditProdiver.com, Inc.



Peter Kokinos, President
and Director