

Alternative Reporting Standard:

Guidelines for Providing Adequate Current Information

OTC Markets Group encourages all issuers of OTC equity securities to make *adequate current information* available to the public markets. OTC Markets Group believes that federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide adequate current public information. With a view to encouraging compliance with these laws, OTC Markets Group has created these Guidelines for Providing Adequate Current Information (“Guidelines”) in order to assist issuers with understanding their disclosure obligations under the Alternative Reporting Standard.¹

In contrast to securities listed on U.S. stock exchanges, securities may trade in the OTC market whether or not they are registered with the SEC. There are three ways that issuers of OTC traded securities provide disclosure to investors:

- SEC Reporting Standard: Issuers may register a class of their securities with the SEC and comply with SEC reporting requirements.
- Alternative Reporting Standard: When SEC registration is not required, issuers generally must make the information publicly available pursuant to Rules 10b-5 and 15c2-11 under the Exchange Act and Rule 144(c)(2) under the Securities Act.
- International Information Standard: As an alternative to the SEC Reporting Standard, Rule 12g3-2(b) under the Exchange Act (“Rule 12g3-2(b)”) permits non-U.S. companies with securities listed on a non-U.S. exchange to make publicly available to U.S. investors in English the same information that is made publicly available in their home countries.

OTC Markets Group believes *adequate current information* **must** be publicly available when an issuer’s securities are quoted by a broker-dealer under the following circumstances:

- At the time of initial quotation in public markets;
- At any time corporate insiders or other affiliates of the issuer are offering, buying or selling the issuer’s securities in the OTC market;
- During any period when a security is the subject of ongoing promotional activities having the effect of encouraging trading of the issuer’s securities in the OTC market;

¹ This is not legal advice, and OTC Markets Group cannot assure anyone that compliance with our disclosure requirements will satisfy any legal requirements.

- At the time securities initially sold in a private placement become freely tradable in the OTC market; or
- At any time the issuer's securities are quoted on OTCQX or included in the Current Information OTC Market Tier.

Issuers with securities that have qualified for OTCQX International are providing adequate current information because such issuers either (i) have a class of their securities registered with the Securities and Exchange Commission ("SEC") under Section 12(g) of the Exchange Act and are current in their SEC reporting obligations or (ii) are non-U.S. issuers that are exempt from registration pursuant to Rule 12g3-2(b), are current and fully compliant with their obligations thereunder, and have posted the information required to be made publicly available pursuant to Rule 12g3-2(b), in English via the OTC Disclosure and News Service.

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

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General Considerations

An issuer preparing a disclosure statement under the Alternative Reporting Standard shall consider the purpose of adequate disclosure. Current and potential investors in the issuer's securities should be provided with all "material" information — the information available to the issuer necessary for the investor to make a sound investment decision. The disclosure should enable an investor of ordinary intelligence and investment skills to understand the issuer's business and prospects.

The disclosure must therefore present the issuer's business plan and include a full and clear picture of the issuer's assets, facilities, properties, investments, management and other resources, as well as a complete description of how they will be used to make profits. The issuer's business plan should clearly describe the competition, regulatory environment and other risks to the issuer's business, as well as the issuer's plans for confronting these challenges.

It is also important for an investor to understand how the issuer raises capital and treats investors. At a minimum, the issuer must describe the ways it has raised capital by issuing shares in the past – to whom and the amount of consideration involved. The investor should also be provided with market information, including the past price history of any transactions in the issuer's shares.

Finally, the disclosure should use plain English.² This means using short sentences, avoiding legal and technical jargon and providing clear descriptions. Your goal, as an issuer, should be to give the investor the information you would wish the investor to supply if your positions were reversed. You don't need to be Shakespeare; you must, though, have a sincere desire to inform.

² For tips, you may wish to consult the SEC's Plain English Handbook, available for free on the SEC's website, at <http://www.sec.gov>.
OTC Markets Group Inc.
Guidelines for Providing Adequate Current Information (v 10.0 Updated January 14, 2011)

Section One: Issuers' Initial Disclosure Obligations

Instructions relating to the preparation of initial disclosure statements:

Issuers shall prepare a document that responds to each item and sub-item of the Guidelines with information current as of the issuer's most recent fiscal quarter or year end and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable. The disclosure statement shall be provided in the format set forth below.

Issuers may incorporate by reference financial statements and other exhibits that are either posted elsewhere through the OTC Disclosure and News Service or on the SEC's EDGAR system, or are attached to the issuer's disclosure statement, as long as (i) the incorporated documents are current, (ii) the issuer clearly explains where the incorporated documents can be found, and (iii) the issuer provides a clear cross-reference to the specific location where the information requested by any particular item can be found in the incorporated documents.

The initial disclosure statement shall be published through the OTC Disclosure and News Service under the report name of "*Initial Company Information and Disclosure Statement.*"

Part A General Company Information

Item 1 The exact name of the issuer and its predecessor (if any).

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Acellus Communications, Inc name and symbol change 12/11/2008 allu.pk

Current - Worldwide Internet, Inc - wntr.pk

Item 2 The address of the issuer's principal executive offices.

In answering this item, please also provide (i) the telephone and fax number of the issuer's principal executive offices, (ii) if applicable, the URL of each website maintained by or on behalf of the issuer, and (iii) if applicable, the name, phone number, email address, and mailing address of the person responsible for the issuer's investor relations.

Worldwide Internet, Inc. 211 Warrant Street Newark, NJ 07103 308-641-0719(v)
866-585-1150 (f) <http://www.worldwidecom.net>
Darrell McDowell - COO, mis@worldwidecom.net 1124 W Nebraska, Spokane Wa 99205
Ken Bland - President, Ken@worldwidecom.net

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

Provide the issuer's jurisdiction(s) of incorporation or jurisdiction(s) of organization (if the issuer is not a corporation) and the date on which it was incorporated or organized.

Acellus Communication, Inc. was originally incorporated in the State of Florida on September 1, 1998 as August Resources IV, Inc. On January 16, 2001, the company changed its name to Eastern Frontier Corp. ("Eastern"). On January 24, 2001, Eastern became part of a bankruptcy reorganization in the United States Bankruptcy Court, Southern District of Florida, Miami Division, case number 00-18144-BKC-AJC. On March 6, 2001, Eastern emerged from bankruptcy as a public company. On June 24 2003, Eastern amended its articles to increase its authorized capital stock to 520,000,000 (from 55,000,000 at the incorporation date, 50,000,000 of which were common and 5,000,000 were preferred) shares, of which 500,000,000 are common and 20,000,000 are preferred. As of December 31, 2005 the company had 22, 168,500 shares issued and outstanding.

On March 27, 2006 the CEO of the company and another shareholder agreed to cancel 12,168,500 shares of common stock and forward spit the shares 2 for 1. Prior to the split the company had 10,000,000 shares issued and outstanding, after the forward split the company has 20,000,000 shares issued and outstanding.

On March 30, 2006, a change in control of the Company occurred whereby the Company entered into an Acquisition Agreement to acquire one hundred percent (100%) Worldwide Internet, Inc. a Nevada Corporation, with corporate headquarters located in Spokane, Washington. The acquisition, in the form of a reverse merger, took place on April 10, 2006 for 80,000,000 newly issued shares common shares of the Company. In addition, on April 10, 2006, Eastern changed its domicile from Florida to Nevada and changed its name to Acellus Communications, Inc.

On December 11, 2008 management of the Company sold a combined 51.59% interest in the common stock to Worldwide Communications, Inc. However, the transaction does not represent a change in control. Management retains control of the Company through its majority interest in the preferred shares. Also, on December 11, 2008 the company reverse split the all of the issued and outstanding shares of the company 1,000 to 1. Finally, the company changed its name to Worldwide Internet, Inc.

Part B Share Structure

Item 4 The exact title and class of securities outstanding.

In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.

(Shares): (a) The aggregate number of shares which the corporation shall have authority to issue are as follows: a total of 500,000,000 shares of Common Stock and 50,000,000 shares of Preferred Stock, each having one class and creating an aggregate of 550,000,000 shares. The rights pertaining to such shares shall be:

500,000,000 Common Shares with a par value of \$0.001. Class A Common Shares shall have the right to a common stock dividend, if distributed, and shall have voting rights of one vote per each Common Share held.

50,000,000 Preferred Shares, each with a par value of \$0.001. Preferred shares shall have the voting rights of 10 Common Shares for each Preferred share held.

Symbol wntr.pk cusip#98161c 10 2

Item 5 Par or stated value and description of the security.

A. *Par or Stated Value.* Provide the par or stated value for each class of outstanding securities.
par .001 for all shares

B. *Common or Preferred Stock.*

1. For common equity, describe any dividend, voting and preemption rights.

common will have dividend rights, voting 1 vote per share no preemptive rights

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

preferred stock, no dividend, voting 10 votes per share.

3. Describe any other material rights of common or preferred stockholders.

none

4. Describe any provision in the issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

Common stock of the company may be issued from time to time without prior approval by the shareholders. The common and preferred stock of the company may be issued for such consideration as may be fixed from time to time by the Board of Directors. The Board of Directors may authorize and issue such shares of common and/or preferred stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in such corporate resolution. The holders of the preferred and common shares are entitled to receive the net assets of the corporation upon dissolution. The Board of Directors may restructure the issued and outstanding shares with respect to a forward or reverse split, without a shareholders meeting, general or special meeting, providing that a majority of the shareholders agree to the shares reorganization within the limits of the share capitalization stated above.

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

- (i) Period end date;
- (ii) Number of shares authorized;
- (iii) Number of shares outstanding;
- (iv) Freely tradable shares (public float);
- (v) Total number of beneficial shareholders; and
- (vi) Total number of shareholders of record.

Period End 12/31/11

Preferred 50,000,000 authorized, 50,000,000 issued to founders upon creation of company

Common shares: 500,000,000 authorized -- issued as of 12/31/11
209,195,841

Free tradable shares (public float) 1,288,587 as of 12/31/2011

Total number of beneficial Shareholders 2 total number of shareholders of record 689

Item 7 The name and address of the transfer agent*.

In answering this item, please also provide the telephone number of the transfer agent, indicate whether or not the transfer agent is registered under the Exchange Act, and state the appropriate regulatory authority of the transfer agent.

*To be included in OTCQX or the Current Information OTC Market Tier, the issuer's transfer agent *must* be registered under the Exchange Act.

Corporate Stock Transfer 3200 Cherry Creek Drive South/Suite 430 Denver, Colorado
80209 (303) 282-4800 Fax (303) 282-5800 www.corporatestock.com

Part C Business Information

Item 8 The nature of the issuer's business.

In describing the issuer's business, please provide the following information:

A. **Business Development.** Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);
2. the year that the issuer (or any predecessor) was organized;
3. the issuer's fiscal year end date;
4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;
5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;
6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;
7. any change of control;
8. any increase of 10% or more of the same class of outstanding equity securities;
9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and
11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

1. Corporation

2. 2006

3. December 31

4. We acquired a public company that was in bankruptcy, We have not been since inception.

5. Not since getting our symbol changed to wntr from allu

6. no defaults

7. No change in control

8. No increase in securities

9. Not at this time

10. No delisting

11. We had 1 legal proceeding which was settled, no other pending, the dispute was a labor dispute for \$15,000.

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

1. the issuer's primary and secondary SIC Codes;
2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;
3. whether the issuer is or has at any time been a "shell company";³

³ For the purpose of this section a "shell company" means an issuer, other than a business combination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB, that has:

(1) No or nominal operations; and

(2) Either:

(A) No or nominal assets;

(B) Assets consisting solely of cash and cash equivalents; or

(C) Assets consisting of any amount of cash and cash equivalents and nominal other assets.

Instruction to paragraph B.3 of Item 8:

If the issuer discloses that it is or has at any time been a shell company, it must also include the following disclosure on the front page of its disclosure statement in boldface, 12 point type:

If the issuer is currently a shell company:

“We are a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.”

If the issuer was formerly a shell company:

“We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.”

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;
5. the effect of existing or probable governmental regulations on the business;
6. an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;
7. costs and effects of compliance with environmental laws (federal, state and local); and
8. the number of total employees and number of full-time employees.

For issuers engaged in mining, oil and gas production and real estate activities, substantial additional disclosure of the issuer's business is required. Contact OTC Markets Group for more information.

1. 4813 and 4899
2. currently conducting operations
3. never been a shell company
4. no parent company
5. annual license action by the FCC and related license bodies
6. over 300,000 has been spent on development of products, none are borne by customers
7. no costs as of this date for environmental laws
8. only 2 full time employees

Item 9 The nature of products or services offered.

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

- A. principal products or services, and their markets;

 Wireless Carrier and Wireless ISP products
- B. distribution methods of the products or services;

 direct sales and indirect sales
- C. status of any publicly announced new product or service;

 in the planning stages
- D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

 offering services in the 2.4ghz and 700mhz frequency bands

- E. sources and availability of raw materials and the names of principal suppliers;
sources are being negotiated and contracts being discussed
- F. dependence on one or a few major customers;
no dependence on any 1 group of consumers
- G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;
none at this time
- H. and the need for any government approval of principal products or services and the status of any requested government approvals.
license as a carrier and CLEC will be needed, currently being obtained and have been requested

Item 10 The nature and extent of the issuer's facilities.

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

no physical properties or facilities at this time, we have IP and equipment in place as assets

Part D Management Structure and Financial Information

Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:

1. Full name;
2. Business address;
3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);
4. Board memberships and other affiliations;
5. Compensation by the issuer; and
6. Number and class of the issuer's securities beneficially owned by each such person.

1. Kenneth Bland, President/CEO 211 Warren Street, Newark NJ 07103
Darrell McDowell, VP, COO, 211 Warren Street, Newark NJ 07103

3. Kenneth Bland. – Founder / Director

Kenneth D. Bland is a Co-Founder and an industry-savvy pacesetter in the mobile wireless domestic and international marketplace, including:

- o Over 20 years experience in wireless technology
- o In-depth focus on cell broadcast technology
- o Superior understanding and experience in the international mobile communications field
- o Exceptional sales/marketing and product development
- o The proven ability to increase sales and establish strong network carrier relationships
- o Broad knowledge of international business models (Europe, Asia, the Middle East, and North America)
- o Author of several proprietary wireless data patents
- o Acute multi-faceted negotiation and venture capital raising skills

Ken has held numerous executive level positions: President/Founder (current) and Former Vice President (Sales) for Worldwide Internet, Inc.; President of Kalen Communications; Vice President of Sales/Marketing for Phone Two

Communications; Senior Sales Executive for Broadwing Communications; as well as Executive managing National Accounts for AT&T Wireless. Ken was instrumental in introducing Asian emerging-market handset manufacturers to Tier 1 North American wireless carriers. This included FCC certification, PTCRB, IC certification, carrier network certification, and the establishment of Levels I and II service and repair agreements. Ken has successfully raised several million dollars in USD investment capital and oversaw the completion of subsequent investment value analyses. He negotiated design and manufacturing agreements with Solectron Corporation, established strategic alliances with several Tier 1 carriers, including Cingular, AT&T, Verizon, and Rogers Communications, and was a key player developing programs that profitably utilize network airtime. Ken's career history in the wireless industry is as impressive as his extensive knowledge base. His contacts and relationships continue to grow and include working with network operators, handset manufacturers, resellers, service providers, and investors throughout the world. Ken's invaluable expertise helps guarantee WorldWide Internet's profitability and enhance worldWide's efforts to offer the best cell broadcast technologic solutions for all clients.

Darrell G. McDowell. – Founder / Director

Mr. McDowell is also a co-founder of WORLDWIDE. Mr. McDowell has more than 20 years experience in network and data services. Prior to helping found WORLDWIDE Mr. McDowell ran a successful ISP and computer service in Spokane Washington. Mr. McDowell has been certified by major equipment and software manufacturers such as Microsoft, Cisco, Milan and Acellus. He brings broad experience in both start up businesses and Internet technology. Mr. McDowell is a graduate of Spokane Community College in Spokane, Washington

4. Board seat on Worldwide Internet, Inc for both Ken and Darrell

5.

Ken Bland - \$144,000 / year ... 92,546,083 common, 25,000,000 Preferred

Darrell McDowell \$144,000 / Year 92,546,083 common, 25,000,000 Preferred

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

none

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

none

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

none

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

none

C. Disclosure of Family Relationships. Describe any family relationships⁴ among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

none

⁴ The term "family relationship" means any relationship by blood, marriage or adoption, not more remote than first cousin.

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest.

Instruction to paragraph D of Item 11:

1. For the purposes of paragraph D of this Item 11, the term "related person" means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of any class of the issuer's equity securities, immediate family members⁵ of any such person, and any person (other than a tenant or employee) sharing the household of any such person.
2. For the purposes of paragraph D of this Item 11, a "transaction" includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.
3. The "amount involved in the transaction" shall be computed by determining the dollar value of the amount involved in the transaction in question, which shall include:
 - a. In the case of any lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments due on or after the beginning of the issuer's last fiscal year, including any required or optional payments due during or at the conclusion of the lease or other transaction providing for periodic payments or installments; and
 - b. In the case of indebtedness, the largest aggregate amount of all indebtedness outstanding at any time since the beginning of the issuer's last fiscal year and all amounts of interest payable on it during the last fiscal year.
4. In the case of a transaction involving indebtedness:
 - a. The following items of indebtedness may be excluded from the calculation of the amount of indebtedness and need not be disclosed: amounts due from the related person for purchases of goods and services subject to usual trade terms, for ordinary business travel and

⁵ "Immediate family members" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law.

expense payments and for other transactions in the ordinary course of business; and

- b. Disclosure need not be provided of any indebtedness transaction for beneficial owners of more than five percent (5%) of any class of the issuer's equity securities or such person's family members.
5. Disclosure of an employment relationship or transaction involving an executive officer and any related compensation solely resulting from that employment relationship or transaction need not be provided. Disclosure of compensation to a director also need not be provided.
6. A person who has a position or relationship with a firm, corporation, or other entity that engages in a transaction with the issuer shall not be deemed to have an indirect material interest for purposes of paragraph D of this Item 11 where:
 - a. The interest arises only:
 - i. From such person's position as a director of another corporation or organization that is a party to the transaction; or
 - ii. From the direct or indirect ownership by such person and all other related persons, in the aggregate, of less than a ten percent (10%) equity interest in another entity (other than a partnership) which is a party to the transaction; or
 - iii. From both such position and ownership; or
 - b. The interest arises only from such person's position as a limited partner in a partnership in which the person and all other related persons have an interest of less than ten percent (10%), and the person is not a general partner of and does not hold another position in the partnership.
7. Disclosure need not be provided pursuant to paragraph D of this Item 11 if:
 - a. The transaction is one where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;
 - b. The transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; or

- c. The interest of the related person arises solely from the ownership of a class of equity securities of the issuer and all holders of that class of equity securities of the issuer received the same benefit on a pro rata basis.
8. Include information for any material underwriting discounts and commissions upon the sale of securities by the issuer where any of the specified persons was or is to be a principal underwriter or is a controlling person or member of a firm that was or is to be a principal underwriter.

Disclose the following information regarding the transaction:

1. The name of the related person and the basis on which the person is related to the issuer;

None
2. The related person's interest in the transaction;

none
3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);

0
4. The approximate dollar value of the related person's interest in the transaction; and

0
5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction.

n/a

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

none

Item 12 Financial information for the issuer's most recent fiscal period.

Instruction to Item 12: The issuer shall post the financial statements required by this Item 12 through the OTC Disclosure and News Service under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an "Annual Report," or if the financial statements relate to a quarter end, publish it as a "Quarterly Report" or "Interim Report") **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item 12 can be found in the incorporated documents.

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

- 1) balance sheet;
- 2) statement of income;
- 3) statement of cash flows;
- 4) statement of changes in stockholders' equity;
- 5) financial notes; and
- 6) audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP)⁶ by persons with sufficient financial skills.

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

Financials Filed Separately

⁶ Foreign private issuers that have furnished financial statements pursuant to Rule 12g3-2(b) under the Exchange Act can provide those same financial statements as an alternative to U.S. GAAP. For information regarding U.S. GAAP, see <http://cpaclass.com/gaap/gaap-us-01a.htm>.

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Please provide the financial statements described in Item 12 above for the issuer's two preceding fiscal years.

Instruction to Item 13: The issuer shall either (i) attach the financial statements required by this Item 13 to its initial disclosure statement or (ii) post such financial statements through the OTC Disclosure and News Service as a separate report under the name of "Annual Report" for the applicable fiscal year end. **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found, and (z) provide a clear cross-reference to the specific location where the information requested by this Item 13 can be found in the incorporated documents.

Financials Filed Separately

Item 14 Beneficial Owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Ken Bland 81 tingly lane, Edison NJ 48.5%
Darrell McDowell 1124 W Nebraska, Spokane Wa 48.5%

No others have 5%

Item 15 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker

none

2. Promoters

none

3. Counsel

Kenneth Bart, Esq.
Bart and Associates, LLC
1357 S Quintero Way Aurora Colorado, 80017
720-226-7511
Counsel Fax: Fax 1.303-745-1880
Counsel Email: kbart@kennethbartesq.com

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

Floyd D. Townsend CPA, MBA
Floyd D. Townsend & Associates
211 Warren Street Suite 205
Newark, New Jersey 07103
(973) 648-8088
WWW.FDTOWNSEND.COM

5. Public Relations Consultant(s)

none

6. Investor Relations Consultant

none

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

none

Item 16 Management's Discussion and Analysis or Plan of Operation.

Instructions to Item 16

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

A. Plan of Operation.

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:

- i. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;
- ii. a summary of any product research and development that the issuer will perform for the term of the plan;
- iii. any expected purchase or sale of plant and significant equipment; and
- iv. any expected significant changes in the number of employees.

1a cash is going to be needed to continue to grow this business

1b currently working on several products, not prepared to discuss

1c as we roll out our operations we will be either buying or leasing some communication and computer backbone equipment

1d as the company grows we will be hiring some additional staff

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

1. *Full fiscal years.* Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for

the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

- i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;
- ii. Internal and external sources of liquidity;
- iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;
- iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;
- v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;
- vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and
- vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

Floyd Townsend will provide financial details, Ken will have the other info

2. *Interim Periods.* Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

Floyd Townsend will provide financial details, Ken will have the other info

C. Off-Balance Sheet Arrangements.

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item 16 to the extent necessary to an understanding of such arrangements and effect and

shall also include such other information that the issuer believes is necessary for such an understanding.

- i. The nature and business purpose to the issuer of such off-balance sheet arrangements;
- ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;
- iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and
- iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

none planned at this time, we will update as conditions change

2. As used in paragraph C of this Item 16, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

- i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;
- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit,

liquidity or market risk support to such entity for such assets;

- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or
- iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

Instructions to paragraph C of Item 16

- i. No obligation to make disclosure under paragraph C of this Item 16 shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs.
- ii. Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information.
- iii. For purposes of paragraph C of this Item 16 only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements.
- iv. Generally, the disclosure required by paragraph C of this Item 16 shall cover the most recent fiscal year. However, the discussion should address changes from the previous year where such discussion is

necessary to an understanding of the disclosure.

In satisfying the requirements of paragraph C of this Item 16, the discussion of off-balance sheet arrangements need not repeat information provided in the footnotes to the financial statements, provided that such discussion clearly cross-references to specific information in the relevant footnotes and integrates the substance of the footnotes into such discussion in a manner designed to inform readers of the significance of the information that is not included within the body of such discussion.

again none planned at this point in time, we will update as conditions change

Part E Issuance History

Item 17 List of securities offerings and shares issued for services in the past two years.

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

The list shall include all offerings of securities, whether private or public, and shall indicate:

- (i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- (ii) Any jurisdictions where the offering was registered or qualified;
- (iii) The number of shares offered;
- (iv) The number of shares sold;
- (v) The price at which the shares were offered, and the amount actually paid to the issuer;
- (vi) The trading status of the shares; and
- (vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

All securities transactions were private placement, list is below

Name	State	Price	Quantity	Type
Lee McDowell	Washington	.05	750,000	Restricted
Mildred McDowell	Washington	.05	900,000	Restricted
Leonard Washington	Texas	.10	1,500,000	Restricted
John Conlin	Arizona	.04	130,000	Restricted
Mark McDowell	Washington	.02	300,000	Restricted
Edward wood	Washington	.03	300,000	Restricted
Dale Yates	Washington	.05	100,000	Restricted
Wilber Yates	Washington	.05	100,000	Restricted

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

Item 18 Material Contracts.

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also include the following contracts:

- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;
- 2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal

customers, principal suppliers, and franchise agreements;

- 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or
- 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.

The Company has not entered into any contracts at this time.

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

our by-laws allow for the board to reward and set options/warrants as needed or by vote of the board if deemed appropriate, Currently no Warrants exist for the company.

C. The following management contracts or compensatory plans need not be included:

- 1) Ordinary purchase and sales agency agreements;
- 2) Agreements with managers of stores in a chain organization or similar organization;
- 3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and
- 4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

Item 19 Articles of Incorporation and Bylaws.

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of

organization as amended shall be filed.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WORLDWIDE INTERNET, INC.

The undersigned, both being natural persons more than eighteen years of age, pursuant to Nevada General Corporation Law, hereby adopt the following Amended and Restated Articles of Incorporation:

FIRST (Corporate Name): The name of the corporation is:

Worldwide Internet, Inc.

Principal office:

211 Warren Street
Newark, NJ 07103

SECOND (Duration): The corporation shall have perpetual existence.

THIRD (Purposes): (a) The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Nevada.

(b) In furtherance of the foregoing purpose, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of the State of Nevada. In addition, it may do everything, necessary, suitable or proper for the accomplishment of any of its corporation purposes.

FOURTH (Shares): (a) The aggregate number of shares which the corporation shall have authority to issue are as follows: a total of 500,000,000 shares of Common Stock and 50,000,000 shares of Preferred Stock, each having one class and creating an aggregate of 550,000,000 shares. The rights pertaining to such shares shall be:

500,000,000 Common Shares with a par value of \$0.001. Class A Common Shares shall have the right to a common stock dividend, if distributed, and shall have voting rights of one vote per each Common Share held.

50,000,000 Preferred Shares, each with a par value of \$0.001. Preferred shares shall have the voting rights of 10 Common Shares for each Preferred share held.

Common stock of the company may be issued from time to time without prior approval by the shareholders. The common and preferred stock of the company may be issued for such consideration as may be fixed from time to

time by the Board of Directors. The Board of Directors may authorize and issue such shares of common and/or preferred stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in such corporate resolution. The holders of the preferred and common shares are entitled to receive the net assets of the corporation upon dissolution. The Board of Directors may restructure the issued and outstanding shares with respect to a forward or reverse split, without a shareholders meeting, general or special meeting, providing that a majority of the shareholders agree to the shares reorganization within the limits of the share capitalization stated above.

(b) The Board of Directors are authorized to fix or alter, from time to time, the voting powers and such designations, preferences and relative participation, options or special rights of the shares of each such series and the qualifications, limitations, or restrictions of any un-issued series of stock and to establish, from time to time, the number of shares constituting any such series, or any share.

(c) Each shareholder of record shall have voting rights as described above, except that in the election of directors he or she shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

(d) No shareholder of the corporation shall have any preemptive or similar right to acquire any additional unissued or treasury shares of stock, or for other securities of any class, or for rights, warrants, or options to purchase stock or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

(e) The Board of Directors may, from time to time, distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in the statutes of the State of Nevada.

FIFTH (Amendments to Articles of Incorporation): The Board of Directors reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the corporation herein are granted subject to this reservation.

SIXTH (Directors): The Board of Directors shall be composed of not less than one nor more than nine directors. The current Board of Directors of the corporation who shall serve as directors until the next annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

NAMES	POSITION
Darrell McDowell	Director
Ken Bland	Director
Eric Thomas	Director
Philip Taylor	Director

SEVENTH (Board of Directors Powers): In furtherance, and not in limitation of those powers conferred by statute, the Board of Directors is expressly authorized in the following, including, but not limited to:

(a) The authority to establish Bylaws for the corporation is hereby expressly vested in the Board of Directors of this corporation. The Board of Directors shall have the authority to alter and amend the Bylaws, from time to time, as may be necessary to conduct the business of the corporation without the need to have shareholder approval.

(b) To authorize and cause to be executed mortgages and lines of credit, with or without limitations as to the amount, upon the real and personal property of the corporation.

(c) To authorize and guaranty by the Corporation of the securities, evidences of indebtedness and obligations or other persons, corporations or business entities.

(d) To set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve.

(e) By resolution adopted by the majority of the whole Board, to designate one or more committees to consist of one or more Directors of the Corporation, which to the extent provided by resolution or in the Bylaws of the corporation, shall have and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have name and names as may be set forth and stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. All the corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise states herein or in the Bylaws.

EIGHTH (Registered Agent): The name and address of the registered agent in Nevada is Darrell McDowell 9712 ENGLISH SADDLE Las Vegas NV 89117

NINTH (Incorporators): The name and address of the Incorporator is: Darrell McDowell, 1124 W. Nebraska, Spokane Wa 99205

TENTH (Indemnification): (a) The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of no contest or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

(b) The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(c) To the extent that a director, officer, employee, fiduciary or agent of a corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in (a) or (b) of this Article VII or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under (a) or (b) of this Article VII (unless ordered by a court) and as distinguished from (c) of this Article shall be made by the

corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in (a) or (b) above. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs.

(e) Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in Section (d) of this Article, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

(f) The Board of Directors may exercise the corporation's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under this Article.

(g) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Articles of Incorporation, the Bylaws, agreements, vote of the shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

ELEVENTH (Management Provisions): The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation and the same are in furtherance of and not in limitation of the powers, conferred by law:

No contract or other transaction between this corporation and one or more of its directors, officers, or stockholders or between this corporation and any other corporation, firm or association in which one or more of its officers, directors, or stockholders are officers, directors or stockholders shall be either void or voidable (1) if at a meeting of the board of directors or committee authorizing or ratifying the contract of transaction there is a quorum of persons

not so interested in the contract or other transaction is approved by a majority of such quorum or (2) if the contract or other transaction is ratified at an annual or special meeting of stockholders, or (3) if the contract or other transaction is just and reasonable to the corporation of the time it is made, authorized or ratified.

IN WITNESS WHEREOF the Directors of the Corporation have hereunto signed the original in duplicate.

DATED THIS: 23rd DAY OF FEBRUARY, 2012.

- B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

BYLAWS
OF
WORLDWIDE INTERNET, INC.

Article I. Offices

The principal office of the Corporation shall initially be located in Newark, New Jersey, and the board of directors may change the address of the registered office from time to time. The corporation shall also have and maintain an office or principal place of business at such place as may be fixed by the board of directors, and may also have offices at such other places, both within and without the State of New Jersey as the board of directors may from time to time determine or the business of the corporation may require.

Article II. Stockholders

Section 1. Annual Meeting. The annual meeting of the stockholders shall be held on May 1st in each year, beginning with the year 2012, at the hour of 9:00 a.m., or at such other time on such other day within such month as shall be fixed by the board of directors, for the purpose of electing directors and for the transaction of such other business as may lawfully come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of New Jersey, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the stockholders, or at any adjournment of such, the board of directors shall cause the election to be held at a special meeting of the stockholders as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the stockholders of the corporation may be called, for any purpose or purposes, unless otherwise prescribed by statute, by the president or the board of directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the board of directors for adoption). In addition, when required by applicable law, a special meeting of

stockholders shall be called by the president at the written request of stockholders holding 10% or more of the outstanding shares of the Corporation.

Section 3. Place of Meeting. Meetings of the stockholders of the corporation shall be held at such place, either within or without the State of New Jersey, as may be designated from time to time by the board of directors, or, if not so designated, then at the principal office of the corporation in the state of New Jersey. 2

Section 4. Notice of Meeting. Except as otherwise provided by law or the Articles of Incorporation, written notice of each meeting of stockholders shall be given not less than 10 nor more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting, such notice to specify the place, date and hour and, in the case of a special meeting, purpose or purposes of the meeting.

Notice of the time, place and purpose of any meeting of stockholders may be waived in writing, signed by the person entitled to notice thereof, either before or after such meeting, and will be waived by any stockholder by his attendance thereat in person or by proxy, except when the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any stockholder so waiving notice of such meeting shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given. Notice of any meeting shall be mailed by first class mail to each stockholder of record at his or her last postal address as shown by the records of the corporation, and the giving of the notice shall be deemed complete as to each stockholder when the same is deposited in the United States mail. When any notice is not received by a stockholder because of his or her failure to advise the corporation of his or her correct mailing address, or his or her failure to notify the corporation of a change in his or her mailing address, or for any other reason beyond the control of the corporation, such failure shall not affect the sufficiency of the notice to such person.

Section 5. Fixing of Record Date. For the purposes of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment of such, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purpose, the board of directors may fix, in advance, a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors, and which record date shall, subject to applicable law, not be more than 70 nor less than 10 days before the date of such meeting. If no record date is fixed by the board of directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting;

PROVIDED, HOWEVER, that the board of directors may fix a new record date for the adjourned meeting.

Section 6. Voting Record. The officer or agent having charge of the stock transfer books shall prepare and make, at the earlier of 10 days before each meeting of stockholders or 2 business days after notice of the meeting has been given, a complete list of the stockholders entitled to vote at said meeting, or any adjournment thereof, arranged in alphabetical order, showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, during ordinary business hours, for a period beginning the earlier of 10 days before such meeting or 2 business days after notice of the meeting is given and 3

continuing through the meeting and any adjournment thereof, in a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not specified, at the place where the meeting is to be held. The list shall be produced and kept at the time and place of meeting during the whole time thereof and may be inspected by any stockholder who is present. The original stock transfer books shall be the prima facie evidence as to who are the stockholders entitled to examine the record or transfer books and to vote at any meeting of stockholders.

Section 7. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

If a quorum is present, action on a matter other than the election of directors by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action, unless the vote of a greater proportion or number or voting by classes is required by law or by the Articles of Incorporation or by these Bylaws.

Section 8. Proxies. Every person entitled to vote at any meeting of stockholders shall have the right to do so either in person or by an agent or agents authorized by a proxy granted in accordance with Nevada law. An agent so appointed need not be a stockholder. No proxy shall be voted after one (1) year from its date of creation unless the proxy provides for a longer period.

Section 9. Voting of Shares. Pursuant to the Articles of Incorporation, each outstanding Class B Common Share entitled to vote shall be entitled to one vote and each Class A Common and Preferred Share entitled to vote shall be entitled to 10 votes, except in the election of directors, upon each matter submitted to a vote at a meeting of stockholders, and each fractional share shall be entitled to a corresponding fractional vote on each such matter. Each record

stockholder entitled to vote in the election of directors has the right to vote all of the stockholder's votes for as many persons as there are directors to be elected and for whose election the stockholder has a right to vote.

Section 10. Voting of Shares by Certain Holders. The following may not be voted, directly or indirectly, at any meeting or counted in determining the total number of outstanding shares at any given time: (a) treasury shares; and (b) shares of the Corporation's own stock held by another corporation if the majority of the shares entitled to vote for the election of directors of such other corporation is held by this Corporation. 4

Shares standing in the name of another corporation may be voted by a duly authorized officer, agent or proxy of such corporation.

The Corporation is entitled to reject a vote, consent, waiver, proxy appointment, or proxy appointment revocation if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the stockholder.

Redeemable shares which have been called for redemption shall not be entitled to vote on any matter and shall not be deemed outstanding shares on and after the date on which written notice of redemption has been mailed to stockholders and a sum sufficient to redeem such shares has been deposited with a bank or trust company with irrevocable instruction and authority to pay the redemption price to the holders of the shares upon surrender of certificates therefore, unless other provision has been made in respect of such redemption.

Section 11. Informal Action by Stockholders. Unless otherwise provided in the Articles of Incorporation, any action required by statute to be taken at any annual or special meeting of the stockholders, or any action which may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

Article III. Board of Directors

Section 1. General Powers. The powers of the corporation shall be exercised, its business conducted and its property controlled by the board of directors, except as may be otherwise provided by statute or by the Articles of Incorporation.

Section 2. General Standards of Care.

(a) Each director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. (b) In performing his or her duties, each director shall be entitled, so long as in any such case he or she acts in good faith after reasonable inquiry when the need for it is indicated by the circumstances and without knowledge that would cause

such reliance to be unwarranted, to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by the following: 5

(1) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants, or other persons as to matters that the director believes to be within such person's professional or expert competence; or

(3) A committee of the Board on which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence.

(c) A person who performs the duties of director in accordance with paragraphs (a) and (b), above, shall have no liability based on any alleged failure to discharge the person's obligation as a director.

Section 3. Number, Tenure and Qualifications. The authorized number of directors of the corporation shall be fixed from time to time by the Board of Directors, provided that the number of directors not be less than one nor more than 9. Directors need not be residents of the state of New Jersey or stockholders unless so required by the Articles of Incorporation. All directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. If for any cause, the directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these bylaws.

Section 4. Regular Meetings. A regular meeting of the board of directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of stockholders. The board of directors may provide, by resolution, the time and place, either within or without the state of New Jersey, for the holding of additional regular meetings without other notice than such resolution. The annual meeting of the board of directors shall be held immediately before or after the annual meeting of stockholders and at the place where such meeting is held. No notice of an annual meeting of the board of directors shall be necessary and such meeting shall be held for the purpose of electing officers and transacting such other business as may lawfully come before it. Unless otherwise restricted by the Articles of Incorporation, regular meetings of the board of directors may be held at any time or date and at any place within or without the State of New Jersey that has been designated by the board of directors and publicized among all directors. No formal notice shall be required for regular meetings of the board of directors.

Section 5. Special Meetings. Unless otherwise restricted by the Articles of Incorporation, special meetings of the board of directors may be held at any time and place within or without the State of New Jersey whenever called by the President or any two of the directors. If there are two or fewer directors, any director may call a special meeting of the Board of Directors. 6

Section 6. Notice. Notice of the time and place of all meetings of the board of directors shall be orally or in writing, by telephone, including a voice messaging

system or other system or technology designed to record and communicate messages, facsimile, telegraph or telex, or by electronic mail or other electronic means, during normal business hours, at least 24 hours before the date and time of the meeting, or sent in writing to each director by first class mail, charges prepaid, at least 2 days before the date of the meeting. Notice of any meeting may be waived in writing at any time before or after the meeting and will be waived by any director by attendance thereat, except when the director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum. A majority of the number of directors fixed by section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Unless the Articles of Incorporation requires a greater number and except as otherwise provided in these bylaws, a quorum of the board of directors shall consist of a majority of the exact number of directors fixed from time to time by the board of directors in accordance with the Articles of Incorporation; PROVIDED, HOWEVER, at any meeting whether a quorum be present or otherwise, a majority of the directors present may adjourn from time to time until the time fixed for the next regular meeting of the board of directors, without notice other than by announcement at the meeting. Any member of the board of directors, or of any committee thereof, may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

Section 8. Manner of Acting. At each meeting of the board of directors at which a quorum is present, all questions and business shall be determined by the affirmative vote of a majority of the directors present, unless a different vote be required by law, the Articles of Incorporation or these bylaws.

Section 9. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board of directors or committee, as the case may be, consent thereto in writing, and such writing or writings are filed with the minutes of proceedings of the board of directors or committee.

Section 10. Vacancies. Unless otherwise provided in the Articles of Incorporation, any vacancies on the board of directors resulting from death, resignation, 7

disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors shall, unless the board of directors determines by resolution that any such vacancies or newly created directorships shall be filled by stockholders, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the board of directors. Any director elected in accordance with the preceding

sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified. A vacancy in the board of directors shall be deemed to exist under this bylaw in the case of the death, removal or resignation of any director.

Section 11. Compensation. Directors shall be entitled to such compensation for their services as may be approved by the board of directors, including, if so approved, by resolution of the board of directors, a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the board of directors and at any meeting of a committee of the board of directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation therefor.

Section 12. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment of such or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 13. Transactions With Corporation and Conflicts of Interest. No contract or other transaction between the corporation and one or more of its directors or between the corporation or any other corporation, partnership, voluntary association, trust, or other organization of which any of its directors is a director or officer or in which he or she has any financial interest shall be void or voidable for this reason or because any such director is present at or participates in the meeting of the board of directors or of the committee thereof that authorizes the contract or transactions or because his or her vote is counted for such purpose (a) if the material facts as to the contract or transaction and as to his or her relationship or interest are disclosed to the board of directors or such committee and the board of directors or such committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of disinterested directors even though the disinterested directors be less than a quorum or (b) if the material facts as to the contract or transaction and as to his or her relationship or interest are disclosed or are known to the stockholders entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of the stockholders or (c) if the contract or transaction is fair and reasonable as to the corporation as of the time it is authorized, approved, or ratified by the board of directors, such committee, or the stockholders. Common or interested directors may be counted in determining the presence of a quorum 8 at a meeting of the board of directors or of a committee thereof that authorizes the contract or transaction.

Section 14. Committees. The Board of Directors may, by resolution adopted by a majority of the number of directors fixed in accordance with Section 3 of this Article III, designate from among its members an executive committee and one or more other committees. Each committee may, to the extent provided in the resolution of the Board and except as may be limited by statute, exercise all of the authority of the Board of Directors. Such delegation of authority shall not relieve the Board or any member thereof from any responsibility imposed by law.

Regular meetings of any such committee may be held without notice at such times and places as the committee may fix from time to time by resolution. Special meetings of any such committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, such notice may be given by mail, telegram, telecopy, or telephone to each director. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member of the committee at his business address or place of residence.

Article IV. Officers

Section 1. Officers. The officers of the corporation shall include, if and when designated by the board of directors, the President, one or more Vice Presidents, the Secretary, and the Treasurer, all of whom shall be elected at the annual organizational meeting of the board of directors. The board of directors may also appoint one or more Assistant Secretaries, Assistant Treasurers and such other officers and agents with such powers and duties as it shall deem necessary. The board of directors may assign such additional titles to one or more of the officers as it shall deem appropriate. Any one person may hold any number of offices of the corporation at any one time unless specifically prohibited therefrom by law. The salaries and other compensation of the officers of the corporation shall be fixed by or in the manner designated by the board of directors.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the board of directors shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of the stockholders. If the election of officers shall not be held at such meeting, such election shall be held as soon after that as conveniently may be. All officers shall hold office at the pleasure of the board of directors and until their successors shall have been duly elected and qualified, unless sooner removed.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed at any time by the board of directors, but such removal shall be 9

without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the board of directors, for the unexpired portion of the term.

Section 5. President. The president shall preside at all meetings of the stockholders and at all meetings of the board of directors. The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and officers of the corporation. The president shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers, as the board of directors shall designate from time to time.

Section 6. Vice-Presidents. The vice presidents may assume and perform the duties of the president in the absence or disability of the president or whenever the office of president is vacant. The vice presidents shall perform other duties commonly incident to their office and shall also perform such other duties and have such other powers as the board of directors or the president shall designate from time to time.

Section 7. Secretary. The secretary shall attend all meetings of the stockholders and of the board of directors and shall record all acts and proceedings thereof in the minute book of the corporation. The secretary shall give notice in conformity with these bylaws of all meetings of the stockholders and of all meetings of the board of directors and any committee thereof requiring notice. The secretary shall perform all other duties given him in these bylaws and other duties commonly incident to his office and shall also perform such other duties and have such other powers, as the board of directors shall designate from time to time. The president may direct any assistant secretary to assume and perform the duties of the secretary in the absence or disability of the secretary, and each assistant secretary shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers as the board of directors or the president shall designate from time to time.

Section 8. Treasurer. Unless some other officer has been elected chief financial officer of the corporation, the treasurer shall be the chief financial officer of the corporation and shall keep or cause to be kept the books of account of the corporation in a thorough and proper manner and shall render statements of the financial affairs of the corporation in such form and as often as required by the board of directors or the president. The treasurer, subject to the order of the board of directors, shall have the custody of all funds and securities of the corporation. The treasurer shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers as the board of directors or the president shall designate from time to time. The president may direct any assistant treasurer to assume and perform the duties of the treasurer in the absence or disability of the treasurer, and each assistant treasurer shall perform other duties commonly incident to his office and shall also perform such other 10 duties and have such other powers as the board of directors or the president shall designate from time to time.

Article V. Contracts, Checks and Authority

The board of directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to

execute on behalf of the corporation any corporate instrument or document, or to sign on behalf of the corporation the corporate name without limitation, or to enter into contracts on behalf of the corporation, except where otherwise provided by law or these Bylaws, and such execution or signature shall be binding upon the corporation. All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation or in special accounts of the corporation shall be signed by such person or persons as the board of directors shall authorize so to do by a resolution of the Board of Directors. All funds of the Corporation not otherwise employed may be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of Directors may select. Unless authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Article VI. Certificates for Shares and Their Transfer

Section 1. Certificates for Shares. The board of Directors may make such rules and regulations as it may deem appropriate concerning the issuance, transfer and registration of certificates for shares of the Corporation. Certificates for the shares of stock of the corporation shall be in such form as is consistent with the Articles of Incorporation and applicable law. Every holder of stock in the corporation shall be entitled to have a certificate signed by or in the name of the corporation by the Chairman of the board of directors, or the president or any vice president and by the treasurer or assistant treasurer or the secretary or assistant secretary, certifying the number of shares owned by him in the corporation. Any or all of the signatures on the certificate may be facsimiles. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued with the same effect as if he were such officer, transfer agent, or registrar at the date of issue. Each certificate shall state upon the face or back thereof, in full or in summary, all of the powers, designations, preferences, and rights, and the limitations or restrictions of the shares authorized to be issued, including the name of the Corporation, the fact that the 11 Corporation is organized or incorporated under the laws of the State of Nevada, the name of the person to whom the shares are issued, the number of shares represented thereby, the date of issue, and the par value of the shares represented thereby or a statement that such shares are without par value, or in lieu thereof, the certificate may set forth that such a statement or summary will be furnished to any stockholder upon request without charge. The certificate number, the name of the person to whom the shares are issued, the date of issue and the number of shares issued, shall be entered on the stock transfer books of the Corporation. The certificates shall be signed by: (a) the president, and by (b) the secretary, an assistant secretary, the treasurer or an assistant treasurer.

Within a reasonable time after the issuance or transfer of uncertificated stock, the corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to this section or otherwise required by law or with respect to this section a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Except as otherwise expressly provided by law, the rights and obligations of the holders of certificates representing stock of the same class and series shall be identical. A new certificate or certificates shall be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. The corporation may require, as a condition precedent to the issuance of a new certificate or certificates, the owner of such lost, stolen, or destroyed certificate or certificates, or his legal representative, to agree to indemnify the corporation in such manner as it shall require or to give the corporation a surety bond in such form and amount as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen, or destroyed.

Section 2. Transfer of Shares. Upon compliance with any provisions restricting the transfer or registration of transfer of shares of stock, if any, and applicable statutory requirements, registration of transfers of shares of the stock of the Corporation shall be made on the books of the Corporation, upon the surrender and cancellation of a certificate for a like number of shares.

The corporation shall have power to enter into and perform any agreement with any number of stockholders of any one or more classes of stock of the corporation to restrict the transfer of shares of stock of the corporation of any one or more classes owned by such stockholders in any manner not prohibited by applicable law.

Section 3. Registered Stockholders. The Corporation shall be entitled to treat the holder of record of any share of stock as the holder in fact thereof, and accordingly 12

shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any person whether or not it shall have express or other notice thereof.

Section 4. Transfer Agents, Registrars and Paying Agents. The Board may, at its discretion, appoint one or more transfer agents, registrars and agents for making payment upon any class of stock, bond, debenture or other security of the Corporation. Such agents and registrars may be located either within or outside New Jersey. They shall have such rights and duties, and shall be entitled to such compensation, as may be agreed.

Article VII. Dividends

Dividends upon the capital stock of the corporation, subject to the provisions of the Articles of Incorporation and applicable law, if any, may be declared by the

board of directors pursuant to law at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Articles of Incorporation and applicable law.

Article VIII. Indemnification of Directors and Officers

Section 1. Officers and Directors. Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by a committee of not less than 1 nor more than 3 persons selected by the board of directors, who shall be stockholders of the corporation, but not officers or directors. Any determination so made shall be prima facie evidence of the reasonableness of the amount fixed and binding on the indemnified officer or director.

Section 2. Definition of "Director". The term "director" for purposes of this Article means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as 13

a director, officer, partner, trustee, employee, fiduciary, or agent of another foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, other person, or employee benefit plan. A director shall be considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. The term "director" included, unless the context otherwise requires, the estate or personal representative of a director.

Section 3. Non-Exclusivity of Rights. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

Section 4. Insurance. The Corporation may purchase and maintain insurance for itself and on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Corporation or who, while a director, officer, employee, fiduciary, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of another foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, other person, or employee benefit plan against any liability asserted against or incurred by him in any such

capacity or arising from his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

Article XI. Miscellaneous

Section 1. Waiver of Notice. Whenever any notice is required to be given to any stockholder or director of the corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or required by law, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2. Amendments. Subject to any specific provision herein with respect to alteration or amendment of a particular bylaw, these bylaws may be altered or amended or new bylaws adopted by the affirmative vote of a majority of the voting power of all of the then-outstanding shares of the voting stock of the corporation entitled to vote. The board of directors shall also have the power to adopt, amend, or repeal bylaws.

Section 3. Seal. The corporate seal of the Corporation shall be in such form as the Board of Directors shall prescribe. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of the next December, unless otherwise determined by a resolution of the Board of Directors. 14

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of 14 pages, constitute the Bylaws of Worldwide Internet, Inc., adopted by the Board of Directors of the Corporation as of February 22, 2012.

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

A. In the following tabular format, provide the information specified in paragraph (B) of this Item 20 with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item 20) of shares or other units of any class of the issuer's equity securities.

ISSUER PURCHASES OF EQUITY SECURITIES				
Period	Column (a) Total Number of Shares (or Units) Purchased	Column (b) Average Price Paid per Share (or Unit)	Column (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Column (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs

Month #1 (identify beginning and ending dates)		0	0	0
Month #2 (identify beginning and ending dates)	0	0	0	0
Month #3 (identify beginning and ending dates)	0	0	0	0
Total	0	0	0	0

B. The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

1. The total number of shares (or units) purchased (Column (a)). Include in this column all issuer repurchases, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions).
2. The average price paid per share (or unit) (Column (b)).
3. The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)).
4. The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)).

Instructions to paragraphs (B)(3) and (B)(4) of this Item 20:

- a. In the table, disclose this information in the aggregate for all plans or programs publicly announced.
- b. By footnote to the table, indicate:
 - i. The date each plan or program was announced;
 - ii. The dollar amount (or share or unit amount) approved;
 - iii. The expiration date (if any) of each plan or program;
 - iv. Each plan or program that has expired during the period covered by the table; and
 - v. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.

C. For purposes of this Item 20, "Affiliated Purchaser" means:

1. A person acting, directly or indirectly, in concert with the issuer for the purpose of acquiring the issuer's securities; or
2. An affiliate who, directly or indirectly, controls the issuer's purchases of such securities, whose purchases are controlled by the issuer, or whose purchases are under common control with those of the issuer; *provided, however,* that "Affiliated Purchaser" shall not include a broker, dealer, or other person solely by reason of such broker, dealer, or other person effecting purchases on behalf of the issuer or for its account, and shall not include an officer or director of the issuer solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the issuer.

Item 21 Issuer's Certifications.

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, [identify the certifying individual], certify that:

1. I have reviewed this [specify either annual or quarterly disclosure statement] of [identify issuer];
2. Based on my knowledge, this disclosure statement does not contain any untrue

