P96000004364

1201 Hays Street
Tallahassee, FL 32301
904-222-0171
904-[illegible] FAX

800-342-8086

CSC networks
Prentice Hall Legal & Financial Services

ACCOUNT NO. : [illegible]

REFERENCE : 001237 4363705

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : January 12, 1996

ORDER TIME : 12:19 PM

ORDER NO. : 001237

CUSTOMER NO: 4363705

CUSTOMER: Peter B. Smith, Esq
SMITH SMITH & WENDER

190 W. Palmetto Park Road

Boca Raton, FL 33432

500001688876
-01/12/96--01098--018
****122.50 ****122.50

DOMESTIC FILING

NAME: CHARLES WENDER, ATTORNEY AT LAW, CHARTED

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: ____

RECEIVED
96 JAN 12 PM 2:18
DIVISION OF CORPORATION

FILED
96 JAN 12 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 1 6 1996

LAW OFFICES
SMITH, SMITH AND WENDER, P.A.

PETER B. SMITH
CHARLES WENDER*

OF COUNSEL

MITCHELL B. SMITH*
BRUCE E. EVANS**

*MEMBERS FL & NY BAR
**MEMBER FL NY & CT BAR

100 W. PALMETTO PARK RD. • BOCA RATON, FLORIDA 33432
407-368-1150
BROWARD 305-428-8020

January 10, 1996

Secretary of State
Division of Corporations
Tallahassee, FL 32314

Re: CHARLES WENDER, ATTORNEY AT LAW, CHARTERED

Dear Sir:

Enclosed please find an original and copy of the Articles of Incorporation with regard to the above matter together with a check to your order in the amount of $122.50, representing filing fee and required minimum tax.

Won't you please file the original Articles, conform the copy and return the certified copy, together with your receipt, as soon as possible.

Thank you for your attention to this letter.

Very truly yours,

Peter B Smith

Peter B. Smith

PBS:lmc
Enclosures

FILED
96 JAN 12 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CHARLES WENDER, ATTORNEY AT LAW, CHARTERED

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

CHARLES WENDER, ATTORNEY AT LAW, CHARTERED

and its initial post office address and its principal office for the conduct of business is:

190 W. Palmetto Park Road
Boca Raton, Florida 33432

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) To engage in the practice of law; to appear in a representative capacity as an attorney; to draw papers, pleadings, or documents, to perform any act in connection with the legal proceedings before a federal, state, or city court or any subdivision thereof; to advise or direct others as to civil or criminal law; enforce, settle, adjust, or compromise defaults, disputes, claims; prepare, draw, assist in the preparation or drawing of any papers relating to the rights of others; and to prepare, draw, procure, assist in preparation or drawing of affidavits, deeds, wills, conveyances, and mortgages.

(b) To acquire by purchase or otherwise, for investment, or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of for cash or on credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property, located in the State of Florida or elsewhere, and generally to deal and traffic as owner, agent or broker, in real estate, personal and mixed property, and any interest or estate therein, including subdivisions, apartment houses, residences, stores, office buildings, manufacturing sites, and lot or parcels of land upon which they may be located, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all character whatsoever, and to be an investor in real and personal property.

(c) To carry on the business of holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

(d) Subject to the limitations prescribed and the Statutes of this State, to purchase, subscribe for or otherwise acquire, and to hold the shares, stocks or obligations of any company organized under the laws of this State or of any other State, or of any territory of the United States or of any foreign country, and to sell or exchange the same, or upon distribution of the assets or division of the profits, to distribute any such shares, stocks or obligations or proceeds thereof among the Stockholders of this company.

(e) Subject to limitations prescribed, and the requirements of the Statutes of this State, to borrow or raise money for any purpose of this company, and to secure the same and interest, or for any other purpose to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company, now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

(f) Subject to the limitations prescribed, and the requirements of this State, to guarantee the payment of dividends or interest on any shares, stocks, debentures, or other securities issued by, or any other contract or obligations of any corporation described as aforesaid, whenever and provided the required authority be first obtained for the purpose, always subject to the limitations herein prescribed.

(g) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes, objects and powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Sections 607.011, 607.014, and 607.017, as amended.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock at $1.00 par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice-President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE VI

This corporation shall have one director initially, and the number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

CHARLES WENDER 190 W. Palmetto Park Road
Boca Raton, Florida 33432

ARTICLE VII

The name and address of the person signing these articles is:

CHARLES WENDER 190 W. Palmetto Park Road
Boca Raton, Florida 33432

ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX

The street address of the initial registered office of this corporation is 190 W. Palmetto Park Road, Boca Raton, Florida 33432 and the name of the initial registered agent of this corporation located at 190 W. Palmetto Park Road, Boca Raton, Florida 33432 is Charles Wender.

ARTICLE X

These articles of incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

ARTICLE XIII

The shareholders and directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 10th day of January, 1996.

Charles Wender - Subscriber

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared CHARLES WENDER, who is personally known to me and who is the same person described in and who executed the within instrument, and who acknowledged the same to be his free act and deed that he executed the same and did take an oath.

Witness my hand and official seal in the County and State last aforesaid this 10th day of January, 1996.

Lucille M. Cervasio

Notary Public

LUCILLE M. CERVASIO

My Commission Expires:

LUCILLE M. CERVASIO
MY COMMISSION # CC 410845
EXPIRES: October 11, 1998
Bonded Thru Notary Public Underwriters

96 JAN 12 AM 8:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

First--That CHARLES WENDER, ATTORNEY AT LAW, CHARTERED, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 190 W. Palmetto Park Road, Boca Raton, Palm Beach County, Florida 33432 has named CHARLES WENDER, located at 190 W. Palmetto Park Road, Boca Raton, Florida 33432 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

Charles Wender - Resident Agent