

P96000030290

March 29, 1996

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

Re: Wood and Zapata, Inc.

300001766528  
-04/02/96--01078--017  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,



Benjamin T. Wood, AIA

Wood and Zapata, Inc.  
419-A Española Way  
Miami Beach, Florida 33139  
tel. 305 672-9435

FILED  
96 APR -1 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Wood and Zapata, Inc.  
(name of corporation)

FILED

96 APR - 1 AM 11:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Wood and Zapata, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ten thousand shares (0,000 ) of One Dollar(s) (\$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Benjamin T. Wood		
ADDRESS	419A Espanola Way		
CITY	Miami Beach	FLORIDA	ZIP 33139

The principal office, if known, or the mailing address of the corporation is:

NAME	Wood and Zapata, Inc.		
ADDRESS	419A Espanola Way		
CITY	Miami Beach	FLORIDA	ZIP 33139

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have five ( 5 ) directors initially. 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Benjamin T. Wood		
ADDRESS	419A Espanola Way		
CITY	Miami Beach	STATE Florida	ZIP 33139
NAME	Carlos Zapata		
ADDRESS	419A Espanola Way		
CITY	Miami Beach	STATE Florida	ZIP 33139
NAME	Melissa Koff		
ADDRESS	419A Espanola Way		
CITY	Miami Beach	STATE Florida	ZIP 33139

Zonta and Wood, Inc.

Article VI - Initial Board of Directors - Continued

Henry T. Winkelman  
419-A Española Way  
Miami Beach, Florida 33139

Simon Olsberg  
419-A Española Way  
Miami Beach, Florida 33139

**ARTICLE VII - INCORPORATORS**

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAMER	Benjamin T. Wood		
ADDRESS	419A Espanola Way		
CITY	Miami Beach	STATE	Florida ZIP 33139
NAMER	Carlos Zapata		
ADDRESS	419A Espanola Way		
CITY	Miami Beach	STATE	Florida ZIP 33139
NAMER			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this \_\_\_\_\_ day of 24 March, 1996.

Benjamin T. Wood (Seal)  
Carlos Zapata (Seal)  
 \_\_\_\_\_ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Wood and Zapata, Inc.

(name of corporation)

FILED  
96 APR -1 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 419A Espanola Way  
Miami Beach, Florida 33139

has named Benjamin T. Wood.  
located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

Benjamin T. Wood  
(registered agent)