

P9600006240
TRANSMITTAL LETTER

96 JUL 24 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

REGISTRATION SERVICE
907-224-7908 - 01002 - 010
444-122.50 444-122.50

SUBJECT: WBL Communications, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input checked="" type="checkbox"/> \$122.50 Filing Fee & Certified Copy Additional Copy Required	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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FROM: GARY FUCHS
Name (printed or typed)

5957 AUGUSTA NAT'L DR # 200
Address

Orlando, FL 32822
City, State & Zip

407/438-1400 x 2421
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

RF
7/25/96

ARTICLES OF INCORPORATION

FILED

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:
WBL Communications, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1810 Lake Dr., Delray Beach, FL 33444

ARTICLE III - NATURE OF BUSINESS

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

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
Shirley Fuchs, 1810 Lake Dr., Delray Beach, FL 33444

ARTICLE VII - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his or her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for reasonable cost and expenses incurred by him or her in connection with the defense of, or for advice concerning any claim

asserted or proceeding brought against him or her by reason of his or her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE IX - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any other way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself, herself or any firm, association or corporation in which he or she may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE X - DIRECTORS

This corporation shall have a minimum of 3 directors. The initial Board of Directors shall consist of:

Gary Fuchs, 5957 Augusta Nat'l Dr. #200, Orlando, FL 32822

Curtis Fuchs, 1810 Lake Dr., Delray Beach, FL 33444

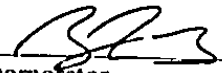
Shirley Fuchs, 1810 Lake Dr., Delray Beach, FL 33444

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is:

Gary Fuchs, 5957 Augusta Nat'l Dr. #200, Orlando, FL 32822

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of July, 1996.



Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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PURSUANT TO THE PROVISIONS OF SECTION 607.05, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAW OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:
WBL Communications, Inc.
2. The name and address of the registered agent and office is:
Shirley Fuchs, 1810 Lake Dr., Delray Beach, FL 33444

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Shirley Fuchs
Registered Agent

7-22-96
Date