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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

~~WCSJR~~ WCSJR II Corporation

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATIONS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Ordered By: _____

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1/29/98

ARTICLES OF INCORPORATION
OF
WCSJR II CORPORATION

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Article 1. Name

The name of the Corporation is

WCSJR II CORPORATION

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Principal Office and Mailing Address

The principal place of business of the Corporation is at 225 LeRoy Avenue, Darien, Connecticut 06920. The mailing address of the Corporation is P. O. Box 2630 Westport, Connecticut 06880.

Article 5. Initial Registered Office and Agent

The initial registered office of the Corporation 2640 Golden Gate Parkway, Suite 315, Naples, FL 34105. The name of the initial registered agent at that address is Charles M. Kelly, Jr.

Article 6. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is 7,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 7. Capital

The amount of stated capital with which the Corporation shall begin business is One Hundred Dollars (\$100.00).

Article 8. Initial Board of Directors

The initial board of directors shall consist of two (2) members. The name and address of the initial directors of the Corporation are:

William C. Steer, Jr.

225 LeRoy Avenue
Darien, Connecticut 06920

Elwood B. Davis

c/o Northeast Financial Consultants
P. O. Box 2630
Westport, Connecticut 06880

Article 9. Incorporators

The name and address of the sole Incorporator is:

Charles M. Kelly, Jr., Esq. 2640 Golden Gate Parkway, Suite 315
Naples, Florida 34105

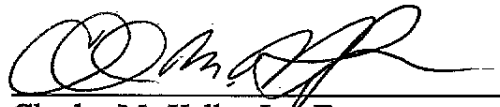
Article 10. Commencement of Existence

The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Florida Secretary of State.

Article 11. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

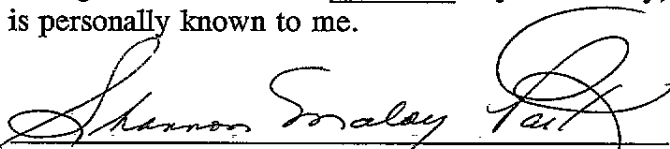
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 28th of January, 1998.



Charles M. Kelly, Jr., Esq.

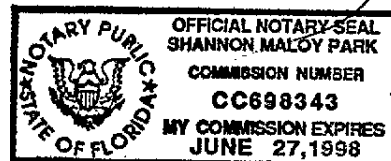
STATE OF FLORIDA :
COUNTY OF COLLIER : ss.:

The foregoing instrument was acknowledged before me this 28th day of January, 1998, by Charles M. Kelly, Jr., Esq. who is personally known to me.



Notary Public

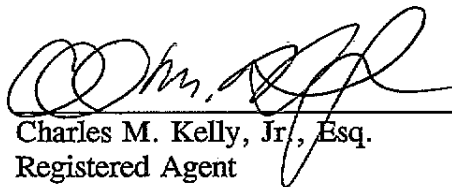
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of WCSJR II CORPORATION which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED this 28th day of January, 1998.


Charles M. Kelly, Jr., Esq.
Registered Agent

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