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KURT E. BOSSHARDT

E-MAIL: yachtlaw@safari.net

May 26, 1998

Via Priority Mail

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399
Attn: New Filings Section

EFFECTIVE DATE
5-26-98

500002536675--3
-05/27/98--01067--001
****122.50 ****122.50

Re: WGD, Inc.

Gentlemen/Ladies:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the Articles and provide proof of same in the enclosed pre-paid, self-addressed, priority mail, envelope. We have also enclosed a check in the amount of \$122.50 representing the filing fee for same.

Thank you for your attention to this matter.

Very truly yours,

Alley, Maass, Rogers & Lindsay, P.A.

Linda S. Parzygnat,
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 27 PM 3:25

Enclosure
KEB:lp

D. BROWN MAY 29 1998

ARTICLES OF INCORPORATION

OF

WGD, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 27 PM 3:25

EFFECTIVE DATE
5-26-98

Article I - Name

The name of this corporation is WGD, Inc.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, 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 VI - Principal Office; Mailing Address

The mailing address of this corporation is 757 SE 17th Street, #245, Fort Lauderdale, FL 33316-2960.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Alley, Maass, Rogers & Lindsay, P.A., 1600 SE 17th Street, Suite 404, Fort Lauderdale, FL 33316, and the name of the initial registered agent of this corporation at that address is Kurt E. Bosshardt, Esq.

Article VIII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial directors of this corporation are:

Watson G. Dasilva - 580 Thames Street, Suite 230, Newport, RI 02840

Raquel Rita - 580 Thames Street, Suite 230, Newport, RI 02840

Article IX - Incorporator

The name and address of the person signing these Articles is Kurt E. Bosshardt, Esq., Alley, Maass, Rogers & Lindsay, P.A., 1600 SE 17th Street, Suite 404, Fort Lauderdale, FL 33316.

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


Article XI - By-Laws

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

Article XII - Amendment

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


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 26 day of May, 1998.


Kurt E. Bosshardt

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 26 day of May, 1998, by Kurt
E. Bosshardt.


Notary Public



Amber L. Scalzo
MY COMMISSION # CC725544 EXPIRES
March 17, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

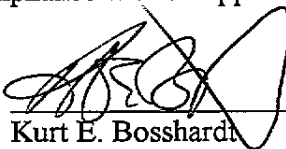
(Print, Typed or Stamped Commissioned Name of Notary Public)

Personally Known OR Produced Identification
Type of Identification Produced _____

Acceptance of Designation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 27 PM 3:26

The undersigned, Kurt E. Bosshardt, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.



Kurt E. Bosshardt