

P990000016333

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

WR Financial Group, Inc.

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-02/19/99--01024--013
*****78.75 *****78.75

- Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

99 FEB 19 AM 11:05
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Signature _____

Requested by: LS 2/19/99 9:45
Name Date Time

Walk-In _____ Will Pick Up _____

R. Purinton FEB 19 1999

99 FEB 19 AM 11:05

ARTICLES OF INCORPORATION

OF

WR FINANCIAL GROUP, INC.

We, the undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

Name and Principal Office

The name of this corporation is: WR Financial Group, Inc. The principal office of this corporation is located at 500 N.W. 165 Street Road, Suite 208, Miami, Florida 33169.

ARTICLE II

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To provide financial services to businesses, organizations and individuals.

(b) To do all acts and things and conduct and carry on all business and enterprises to the same extent as any

natural person which is not specifically prohibited by the laws of the State of Florida, United States of America, any rule or regulation promulgated thereunder.

(c) In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at One Dollar (\$1.00) par value per share. The consideration to be paid for each share shall be payable in lawful money of the United States of America or in property, labor or services which, in the judgment of the Board of Directors, shall be of the valuation equivalent to the value of the stock to be issued.

ARTICLE IV

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other

purposes shall be vested exclusively in the holders of the outstanding Common Shares.

The manner of election for directors and the manner of their admission are to be provided for in the bylaws.

ARTICLE V

Duration

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VI

Initial Registered Agent

The street address of the initial registered agent of this corporation is Ronald Thompkins, 500 N.W. 165 Street Road, Suite 205, Miami, Florida 33169. The Board of Directors may, from time to time change the designated registered agent of the corporation.

ARTICLE VII

Directors

The initial number of directors of this corporation shall be one (1). The number of directors may be either increased or decreased from time to time as provided for in the By-Laws.

The names and addresses of the members of the first board of directors who, subject to the provisions of the

Certificate of Incorporation, the By-Laws and Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Ronald Thompkins	500 N.W. 165 Street Road Suite 205 Miami, Florida 33169

ARTICLE VIII

Indemnification

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

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 18 day of February, 1999.


RONALD THOMPKINS

STATE OF FLORIDA

COUNTY OF DADE

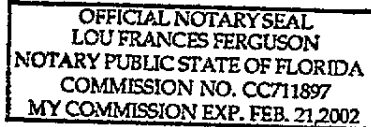
BEFORE ME, the undersigned authority, personally appeared RONALD THOMPKINS who produced Florida Driver License

as identification and being duly sworn, upon oath, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledges before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 18 day of February, 1999.

Lou Frances Ferguson
Notary Public
State of Florida at Large

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE 99 FEB 19 AM 11:05

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws 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:

WR Financial Group, Inc.

2. The name and address of the registered agent and office is:

Ronald Thompkins
500 N.W. 165 Street Road
Suite 205
Miami, Florida 33169



TITLE:

President

DATE:

February 18, 1999

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.



DATE:

February 18, 1999