

P00000003252



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 547246 4324186

AUTHORIZATION :

*Patricia Pappas*

COST LIMIT : \$ 78.75

ORDER DATE : January 11, 2000

ORDER TIME : 10:12 AM

ORDER NO. : 547246-005

CUSTOMER NO: 4324186

800003094708--1

CUSTOMER: Ms. Barbara M. Marcello  
MILESTONE PROPERTIES, INC.  
MILESTONE PROPERTIES, INC.  
4th Floor  
150 East Palmetto Park Road  
Boca Raton, FL 33432

DOMESTIC FILING

NAME: WS PROFESSIONAL SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED  
00 JAN 11 PM 1:04  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RECEIVED  
00 JAN 11 AM 11:21  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JAN 11 PM 1:04

ARTICLES OF INCORPORATION

OF

WS PROFESSIONAL SERVICES, INC.

ARTICLE ONE

CORPORATE NAME

The name of the corporation shall be:

WS PROFESSIONAL SERVICES, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful activity for which corporations may be organized under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with \$.001 par value.

ARTICLE FIVE

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business is:

100 N. W. 15th Street  
Boca Raton, Florida 33431

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 150 East Palmetto Park Road, Suite 410, Boca Raton, Florida 33432, and the initial registered agent at such address is Steven M. Auerbacher, Esq.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than three (3) member at any time.

ARTICLE EIGHT

INITIAL DIRECTORS

The initial Board of Directors shall consist of three (3) members who shall hold office until the first meeting of the corporation and whose names and addresses are as follows:

Michael Chernak  
100 N. W. 15th Street  
Boca Raton, Florida 33486

Leonard Mandor  
150 East Palmetto Park Road  
Suite 400  
Boca Raton, Florida 33432

Harvey Jacobsen  
150 East Palmetto Park Road  
Suite 400  
Boca Raton, Florida 33432

ARTICLE NINE

INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as follows:

Steven M. Auerbacher, Esq.  
150 East Palmetto Park Road  
Suite 410  
Boca Raton, Florida 33432

ARTICLES TEN

COMMENCEMENT DATE

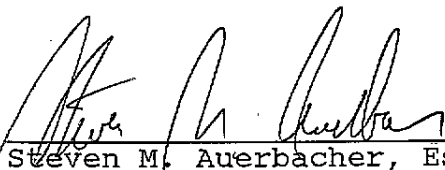
The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

ARTICLE ELEVEN

INDEMNIFICATION

The corporation shall indemnify and shall advance expenses on behalf of its officers and directors, as approved by the officers and directors and as authorized by the By-Laws to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 10th day of January 2000.

  
Steven M. Auerbacher, Esq.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 11 PM 1:04

STATE OF FLORIDA

COUNTY OF PALM BEACH:

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Steven M. Auerbacher, Esq. to me known to be the person described as In corporator in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath an acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this 10th day of January, 2000.



Barbara M Marcello  
My Commission CC802837  
Expires February 20, 2003

*Barbara M. Marcello*  
Print: Barbara M. Marcello  
State of Florida

My Commission Expires: February 20, 2003

CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT  
FOR SERVICE OF PROCESS

The undersigned hereby designates Steven M. Auerbacher, Esq., as its Registered Agent to accept service of process within this state.

*Steven M. Auerbacher*  
Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the state of Florida, and is familiar with and agrees to comply with the provisions of the law applicable to said designation.

*Steven M. Auerbacher*  
Steven M. Auerbacher, Esq.