

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (904) 222-48870 • 1-800-342-8062 • Fax (850) 222-1222

PO000000/2576

Wahoo Bay Properties, Inc.

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 *****70.00 *****70.00

- Art of Inc. File Photo
- 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 _____

FILED
 00 FEB -4 11:11:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 00 FEB -4 AM 10:28
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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Signature _____

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 Name _____ Date _____ Time _____
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ARTICLES OF INCORPORATION
OF
WAHOO BAY PROPERTIES, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is: Wahoo Bay Properties, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation shall be 626 N.E. 17th Way, Ft. Lauderdale, Florida 33304.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1200 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 626 N.E. 17th Way, Ft. Lauderdale, Florida 33304, and the name of the initial registered agent of this corporation at that address is Laurence O. Rubel.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have the following officers and directors:

Laurence O. Rubel - President and Director
626 N.E. 17th Way
Ft. Lauderdale, FL 33304

Isabel S. Rubel - Secretary and Director
626 N.E. 17th Way
Ft. Lauderdale, FL 33304

Stanley B. Rubel - Vice President and Director
626 N.E. 17th Way
Ft. Lauderdale, FL 33304

The number of directors may be either increased (or decreased if increased) from time to time by the By-Laws.

ARTICLE IX - INCORPORATOR

NAME:

ADDRESS:

Laurence O. Rubel

626 N.E. 17th Way
Ft. Lauderdale, FL 33304

ARTICLE X - SUB-CHAPTER S AND CHAPTER 1244 PROVISIONS

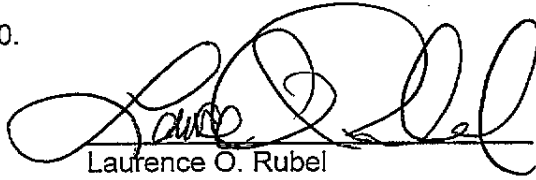
This corporation and each subscriber hereto shall take whatever action shall be necessary to cause the shares of the corporation issued to qualify as "Section 1244 stock" and, further, this corporation and each subscriber hereto shall take whatever action is necessary to cause the corporation to file an election to become a Subchapter S corporation, as such terms are used and defined in the Internal Revenue Code, as amended.

ARTICLE XI - 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 incorporator has executed these Article of

Incorporation this 1ST day of February, 2000.

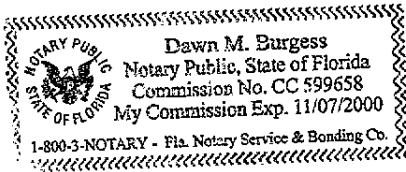

Laurence O. Rubel

STATE OF FLORIDA)
 : SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared Laurence O. Rubel, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

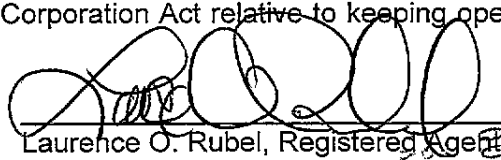
WITNESS my hand and official seal in the State and County aforesaid, this 1ST day of February, 2000.


Notary Public, State of Florida



ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of the Florida Corporation Act relative to keeping open said office.


Laurence O. Rubel, Registered Agent

FILED
20 FEB -4 AM 11:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA