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Laurie Attar  
829 N.E. 199 Street, #201  
Miami, Florida 33179  
(305) 493-1888

February 22, 2000

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-02/24/00--01064--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
The Capital  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: WSS III International, Inc.

Gentlemen:

Enclosed herein please find the Articles of Incorporation of **WSS III International, Inc.**,  
with consent of Registered Agent.

If you have any questions do not hesitate to contact me.

Very truly yours,



Laurie Attar

encl.

FILED  
00 FEB 24 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2-1  
100

**ARTICLES OF INCORPORATION**  
**OF**  
**WSS III INTERNATIONAL, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be: WSS III International, Inc.

The principal place of business of this corporation shall be:  
1470 N.E. 125th Terrace, Suite 701, North Miami, Florida 33161

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00 FEB 24 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 100 shares of \$1.00 par value common stock.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Initial Registered Agent of this Corporation is:

**NAME**

William S. Sorg III

**ADDRESS**

1470 N.E. 125th Terrace  
Suite 701  
North Miami, Florida 33161

## ARTICLE VI - OFFICERS & DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence, or until their successors are elected, are:

NAME

ADDRESS

William S. Sorg III P/S/D

1470 N.E. 125 Terrace, Ste 701  
North Miami, FL 33161

## ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to this Articles of Incorporation is:

NAME

ADDRESS

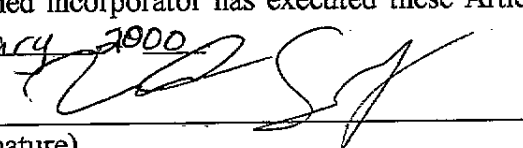
William S. Sorg III

1470 N.E. 125 Terrace, Ste 701  
North Miami, FL 33161

## 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 incorporator has executed these Articles of Incorporation this 20<sup>th</sup> day of February 2000

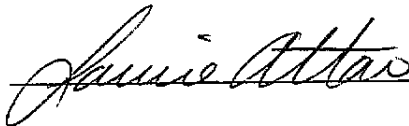
  
(signature)

STATE OF FLORIDA  
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 20<sup>th</sup> day of February 2000.

Notary Public

(NOTARY SEAL)





Laurie Attar  
COM # CC744234 EXPIRES  
May 19, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.



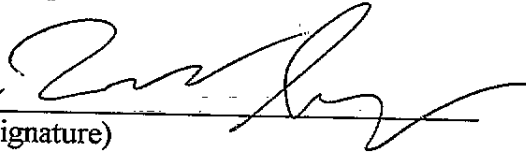
Laurie Attar  
MY COMMISSION # CC744234 EXPIRES  
May 19, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: WSS III International Inc.
2. The name and address of the registered agent and office is:

William S Sorg III  
1470 N.E. 125 Terrace  
Suite 701  
North Miami, Florida 33161

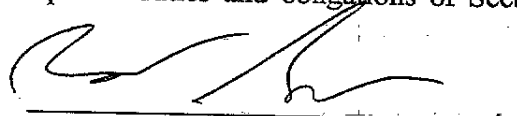
  
(signature)

President  
Title

2/20/00  
Date

FILED  
00 FEB 24 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

  
(signature)

2/20/00  
Date