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LAW OFFICES OF  
BRUCE JAY TOLAND  
A PROFESSIONAL ASSOCIATION

Brickell Bayview Centre  
80 Southwest 8<sup>th</sup> Street  
Suite 1920  
Miami, Florida 33130

Dade: (305) 381-7999  
Telefax Primary: (305) 373-5691  
Telefax Secondary: (305) 381-8203  
E-Mail: bjtlaw@aol.com

Bruce Jay Toland, Esq

James Fishman, P.A.  
John R. Fiore, P.A.  
Of Counsel

August 2, 2000

**VIA FEDERAL EXPRESS**

Division of Corporations  
Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

800003346808--5  
-08/04/00--01081--015  
\*\*\*\*122.50 \*\*\*\*78.75

RE: WTDC, Inc.

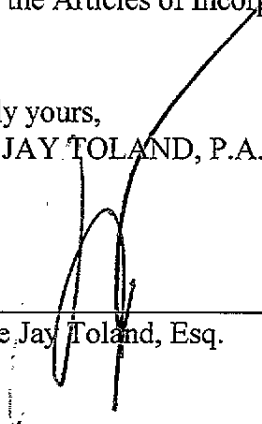
Dear Sir or Madam:

Enclosed please find two (2) executed duplicate originals of the Articles of Incorporation for the referenced company, together with our firm's check, payable to the Secretary of State, in the amount of \$122.50, to be applied as follows:

Filing fee:	\$35.00
Certified copy fee:	\$52.50
Registered Agent filing fee:	<u>\$35.00</u>
	\$122.50

Please return one certified stamped original of the Articles of Incorporation to the undersigned. Thank you for your attention to this matter.

Very truly yours,  
BRUCE JAY TOLAND, P.A.

By:   
Bruce Jay Toland, Esq.

00 AUG -4 PM 12:33  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION OF  
WTDC, Inc.**

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FILED  
00 AUG -4 PM 12:33  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is, WTDC, Inc.

**ARTICLE II  
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III  
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV  
PRINCIPAL OFFICE**

The principal office of the corporation is: c/o Bruce Jay Toland, P.A., 80 SW 8<sup>th</sup> Street, #1920, Miami, FL 33130.

**ARTICLE V  
MAILING ADDRESS**

The mailing address of the corporation is: c/o Bruce Jay Toland, P.A., 80 SW 8<sup>th</sup> Street, #1920, Miami, FL 33130.

ARTICLE VI  
CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is c/o Bruce Jay Toland, P.A., 80 SW 8<sup>th</sup> Street, #1920, Miami, FL 33130, and the name of the initial Registered Agent of this Corporation at that address is BRUCE JAY TOLAND.

ARTICLE VIII  
INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

Ralph Gazitua

c/o Bruce Jay Toland, P.A., 80  
SW 8<sup>th</sup> Street, #1920, Miami, FL 33130

ARTICLE IX  
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X  
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

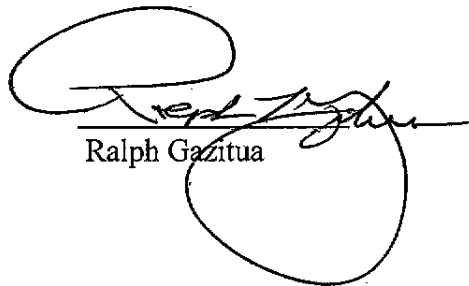
ARTICLE XI

INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial Director of the Corporation and Officers is:

Ralph Gazitua, President, Secretary and Director,  
c/o Bruce Jay Toland, P.A., 80 SW 8<sup>th</sup> Street, #1920, Miami, FL 33130

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of August, 2000.

  
Ralph Gazitua

STATE OF FLORIDA :  
 : SS:  
COUNTY OF MIAMI-DADE :

**I HEREBY CERTIFY** that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Ralph Gazitua, who is personally known to me and who did not take an oath and, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes therein stated.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this 2<sup>nd</sup> day of August, 2000..

\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA  
BRUCE JAY TOLAND  
COMMISSION # CC888587  
EXPIRES 10/31/2001  
BONDED THRU ASA 1-888-NOTARY1

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT WTDC, Inc. , DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BRUCE JAY TOLAND, LOCATED AT Bruce Jay Toland,P.A., 80 SW 8<sup>th</sup> Street, #1920, Miami, FL.33130, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
\_\_\_\_\_  
BRUCE JAY TOLAND

DATE

8/2/00

FILED  
00 AUG -4 PM 12:33  
CLERK 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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
BRUCE JAY TOLAND