



THE UNITED STATES  
CORPORATION  
COMPANY

PAW112391

FILED

00 DEC -7 PM 3: 19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 922874 9643A

AUTHORIZATION :

Patricia Pigeto

COST LIMIT : \$ 78.75

ORDER DATE : December 7, 2000

ORDER TIME : 1:20 PM

ORDER NO. : 922874-055

CUSTOMER NO: 9643A

CUSTOMER: Ms. Donna Ginieczki  
Sachs, Sax & Klein, P.a.

P. O. Box 810037

200003490862--2

Boca Raton, FL 33481-0037

DOMESTIC FILING

NAME: METAZEN WELLINGTON RETAIL,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

PA 12/7/00 ✓

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 DEC -7 PM 2: 24

RECEIVED

**ARTICLES OF INCORPORATION**  
**OF**  
**METAZEN WELLINGTON RETAIL, INC.**

FILED  
00 DEC -7 PM 3: 19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: Metazen Wellington Retail, Inc., 1515 North Federal Highway, Suite 309, Boca Raton, Florida 33432.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
100,000	\$0.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this Corporation shall be 1515 North Federal Highway, Suite 309, Boca Raton, FL 33432, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Charles Deyo.

#### ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

#### ARTICLE VII

The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Charles Deyo	1515 North Federal Highway Suite 309 Boca Raton, FL 33432

#### ARTICLE VIII

The name and address of the incorporator is: Charles Deyo, 1515 N. Federal Highway, Suite 309, Boca Raton, FL 33432.

#### ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

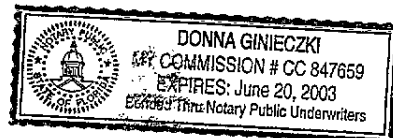
IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 5<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
CHARLES DEYO

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me on this 5<sup>th</sup> day of December 2000, by CHARLES DEYO, as Incorporator of METAZEN WELLINGTON RETAIL, <sup>INC.</sup> on behalf of the Corporation. He is (personally known to me) (or has produced his drivers license) and did take an oath.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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00 DEC -7 PM 3: 19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida, the following is submitted:

First – That Metazen Wellington Retail, Inc. desiring to organize under the laws of the State of Florida, has named CHARLES DEYO as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 5<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
Charles Deyo, Registered Agent