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SCHREIBER RODON-ALVAREZ, P.A.

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November 22, 2000

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 18 PM 12:14

FILED

Re: WA Consulting, Inc.

Dear Sir/Madame:

Enclosed please find an original plus a copy of Articles of Incorporation for the above-captioned corporation. Kindly file said Articles with the Secretary of State and return a certified copy to us. Enclosed is a check in the amount of \$78.75 made payable to the Secretary of State to cover filing fees.

Thank you and if you have any questions please give me a call.

Very truly yours,

SCHREIBER RODON-ALVAREZ, P.A.

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By: Gerhardt A. Schreiber

Gerhardt A. Schreiber

GAS/imc
Enclosure

F. CHESLER

DEC 27 2000

ARTICLES OF INCORPORATION

OF

WA CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be:

WA CONSULTING, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

2222 Ponce de Leon Blvd.
Penthouse Suite
Coral Gables, Florida 33134

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five Hundred (500) shares of common stock at \$1.00 par value each.

**ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

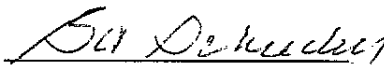
Gerhardt A. Schreiber, Esquire
2222 Ponce de Leon Blvd.
Penthouse Suite
Coral Gables, Florida 33134

ARTICLE V
INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Gerhardt A. Schreiber, Esquire
2222 Ponce de Leon Blvd.
Penthouse Suite
Coral Gables, Florida 33134

The undersigned has(have) executed these Articles of Incorporation this 11th day of Nov, 2000.



Signature/Title

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the following 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: WA Consulting, Inc.
2. The name and address of the registered agent and office is:

Gerhardt A. Schreiber, Esquire
2222 Ponce De Leon Blvd.
Penthouse Suite
Coral Gables, Florida 33134

SIGNATURE: B. Schreiber
(corporate officer)

DATE: 11/22/00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 18 PM 12:14

FILED

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: B. Schreiber
DATE: 11/22/00