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EDWARD E. LEVINSON, P.A.
PENTHOUSE SOUTHEAST
407 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139

November 19, 2001

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Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Articles of Incorporation of Will Ern, Inc.

Dear Ladies or Gentlemen:

I am enclosing herewith two original Articles of Incorporation of Will Ern, Inc., together with my firm's check in the amount of \$78.75 for the filing fee and one certified copy of the Articles. Also enclosed is a self-addressed, stamped envelope for your convenience.

Thank you very much for your courtesy and cooperation in this matter.

Sincerely,


EDWARD E. LEVINSON

EEL/dlm
Enclosures
cc: Mr. Ernest Febbraio
(with copy of enclosure)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WILL ERN, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be:

WILL ERN, INC.

The address of the principal office of this corporation shall be 2164 S.W. 84th Avenue, Ft. Lauderdale, Florida 33324, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. OFFICE AND REGISTERED AGENT

The street address of the initialed registered office of the corporation shall be 2164 S.W. 84th Avenue, Ft. Lauderdale, Florida

33324, and the name of the initial registered agent of the corporation at that address is Ernest Febbraio.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) director, initially. The name and street address of the initial member of the Board of Directors are:

ERNEST FEBBRAIO	2164 S.W. 84th Avenue Ft. Lauderdale, Florida 33324
WILLIAM MARGILLO	2164 S.W. 84th Avenue Ft. Lauderdale, Florida 33324

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

William Margillo	President
Ernest Febbraio	Vice President and Secretary

ARTICLE VIII. INCORPORATOR

The name and street address of the initial incorporators of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ERNEST FEBBRAIO	2164 S.W. 84th Avenue Ft. Lauderdale, Florida 33324
WILLIAM MARGILLO	2164 S.W. 84th Avenue Ft. Lauderdale, Florida 33324

ARTICLE IX. GENERAL PROVISIONS

- (a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- (c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or

arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

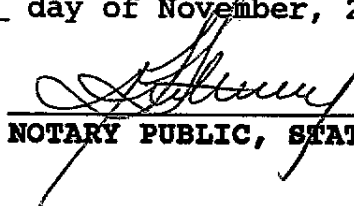
SUBSCRIBED at Ft. Lauderdale, Florida, this _____ day of November, 2001.


ERNEST FEBBRAIO


WILLIAM MARGILLO

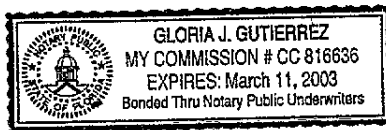
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me this 15th day of November, 2001.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

[NOTARIAL SEAL]



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

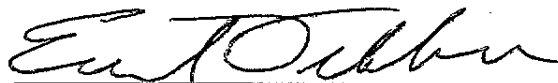
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Will Ern, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Ft. Lauderdale, County of Broward, State of Florida, has named Ernest Febbraio, 2164 S.W. ^{84th} 85th Avenue, Ft. Lauderdale, Florida 33324, as its agent to accept service of process within this state.

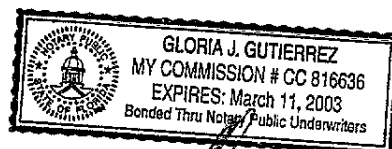
ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate,

I hereby accept to act in this capacity, agree to comply with the provision of said Act relative to keeping open said office, and I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.



ERNEST FEBBRAIO, Registered Agent





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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED