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Douglas A. Greenbaum, P.A.

400 S.E. Eighth Street
Fort Lauderdale, FL 33316

Douglas A. Greenbaum
Certified Family Mediator

Telephone (954) 462-6452
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01-09-2001
FILED
-3 PM 8:57
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

November 29, 2001

The Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/03/01--01087--018
*****78.75 *****78.75

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of They Wayne Charles Group, Inc. Also enclosed is a check payable to the Department of State, in the amount of \$78.25, representing the fees for filing the articles. It is our understanding that the filing of the Articles will take approximately seven to ten business days.

Should you have any questions regarding the enclosed documentation please feel free to contact the undersigned. Please send to my office a copy of the stamped articles of incorporation and original documents from the State of Florida.

Sincerely,


Douglas Greenbaum
DG/mw

enclosures

J. BRYAN DEC - 6 2001

ARTICLES OF INCORPORATION

OF

The Wayne Charles Group, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporations Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE ONE
NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be **The Wayne Charles Group, Inc.** The Principal address of the Corporation will be 1314 East Las Olas Boulevard, Suite 101, Fort Lauderdale, Florida 33301.

ARTICLE TWO
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE FOUR
CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have

outstanding at any one time is one hundred (100) shares at one dollar (\$1.00) par value.

ARTICLE FIVE
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **400 SE 8TH STREET, FORT LAUDERDALE, FL 33316** and the name of the initial registered agent at that address is **Douglas Greenbaum, Esquire.**

ARTICLE SEVEN
INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
Wayne Charles Nappi, President/Director	1314 East Las Olas Boulevard, Suite 101 Fort Lauderdale, Florida 33301

ARTICLE EIGHT
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE NINE

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28 day of November 2001.

Wayne Charles Nappi
Wayne Charles Nappi

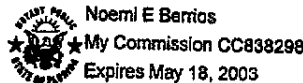
STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28th day of November, 2001 by Wayne Charles Nappi., who is personally known to me or who have produced _____ as identification.

Noemi E. Berrios
NOTARY PUBLIC

Noemi E Berrios
PRINTED NAME

My commission expires:



Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **The Wayne Charles Group, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1314 East Las Olas Boulevard, Suite 101, Fort Lauderdale, Florida 33301, has named Douglas Greenbaum, Esquire, located at 400 SE 8th Street, Fort Lauderdale, County of Broward, State of Florida 33316, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

I hereby certify that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Registered Agent

Douglas Greenbaum, Esquire

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01 DEC -3 PM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA