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BENSON, MOYLE & MUCCI, LLP

ATTORNEYS AT LAW

BANK OF AMERICA BUILDING

ONE FINANCIAL PLAZA, SUITE 1600

FORT LAUDERDALE, FLORIDA 33394-1697

WILLIAM H. BENSON, P.A.

BERNARD T. MOYLE, P.A.

MARK S. MUCCI, P.A.

MARK J. LOTERSTEIN

BROWARD (954) 524-6800

DADE (305) 944-3311

PALM BEACH (561) 734-4655

FACSIMILE (954) 463-6963

January 10, 2002

VIA U.S. MAIL

DEPARTMENT OF STATE

Division of Corporations

409 E. Gaines Street

Tallahassee, FL 32301

700004772327--8

-01/14/02--01031--009

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **Incorporation of W.B.G. MANAGEMENT GROUP, INC.**  
**Our File No: 02-005**

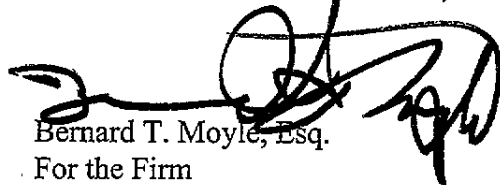
To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation for W.B.G. Management Group, Inc. to be filed with your office. Additionally, we enclose our Attorney Trust Account check in the amount of \$78.75 representing the filing and certified copy fee.

Please return a certified copy of the Articles in the self-addressed, stamped envelope provided for this purpose. Thank you for your anticipated cooperation in this matter.

Very truly yours,

BENSON MOYLE & MUCCI, LLP

  
Bernard T. Moyle, Esq.  
For the Firm

BTM/bao

Enclosures: Original & Copy of Articles of Incorporation  
Firm Check # 6856 in the amount of \$78.75  
Self-addressed Stamped Envelope

cc: Client via U.S. mail

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION**  
**of**  
**W.B.G. MANAGEMENT GROUP, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is **W.B.G. MANAGEMENT GROUP, INC.** whose principal place of business is 1520 N.W. 65<sup>th</sup> Avenue, Suite 6, Plantation, Florida 33313.

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE IV**

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

**ARTICLE V**

The address of its initial registered office is 1520 N.W. 65<sup>th</sup> Avenue, Suite 6, Plantation, Florida 33313 and the name of its initial registered agent at said address is Wayne B. Griner.

**ARTICLE VI**

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

Wayne B. Griner  
1520 N.W. 65<sup>th</sup> Avenue, Suite 6  
Plantation, Florida 33313

#### **ARTICLE VII**

The name and address of the incorporator is:

Bernard T. Moyle, Esq.  
One Financial Plaza, Suite 1600  
Fort Lauderdale, FL 33394

#### **ARTICLE VIII**

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting by majority vote of the common stock.

#### **ARTICLE IX**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### **ARTICLE X**

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

#### **ARTICLE XI**

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE XII**

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the 14<sup>th</sup> day of January, 2002 which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

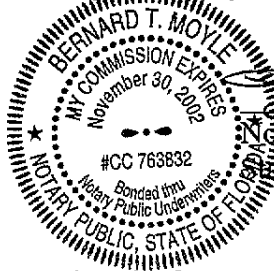
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Plantation, Florida, on the 10<sup>th</sup> day of January, 2002.

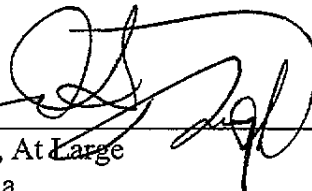
  
\_\_\_\_\_  
Wayne B. Griner

STATE OF FLORIDA     )  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority personally appeared Wayne B. Griner who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at <sup>Pl.</sup>Plantation, in said County and State this 10<sup>th</sup> day of January, 2002.



  
\_\_\_\_\_  
Notary Public, At Large  
State of Florida

My Commission Expires:

**ACKNOWLEDGMENT OF REGISTERED AGENT**

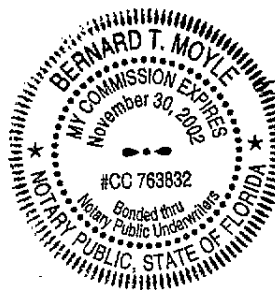
STATE OF FLORIDA     )  
COUNTY OF BROWARD )

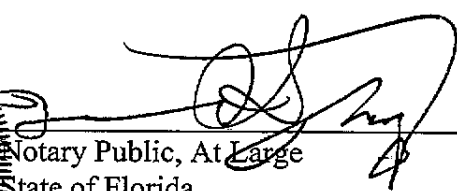
BEFORE ME, the undersigned authority personally appeared Wayne B. Griner, who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1999) and all other statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.

  
\_\_\_\_\_  
Wayne B. Griner

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at <sup>Ft. Lauderdale</sup> ~~Plantation~~, in

said County and State this 10th day of January, 2002.



  
\_\_\_\_\_  
Notary Public, At Large  
State of Florida

My Commission Expires: