

PO2000010950

FOX TAX SERVICE
3540 N UNIVERSITY DR
SUNRISE, FL 33351
954-747-9959

January 21, 2002

Re: Wiseberg Consolidated, Inc.

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

300004797883--5
-01/25/02--01051--002
*****70.00 *****70.00

Dear Sirs,

Enclosed please find two original copies of the articles of incorporation and a certificate for a registered agent for the above referenced corporation. Also enclosed is our check in the amount of \$70.00 representing the following:


FILING FEE	\$35.00
REGISTERED AGENT DESIGNATION	\$35.00

TOTAL	\$70.00

If this meets with your approval, kindly return our copy of the articles of incorporation to the following address:

FOX TAX SERVICE
3540 N UNIVERSITY DR
SUNRISE, FL 33351

Sincerely,


David Wiseberg

FILED
2002 JAN 25 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

cf 1/31/02

ARTICLES OF INCORPORATION

OF

Wiseberg Consolidated, Inc.

FILED

2002 JAN 25 AM 8:52

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby elects to form a corporation for profit under the laws of the STATE OF FLORIDA; and hereby adopts the following ARTICLES OF INCORPORATION.

**ARTICLE I
NAME**

The name of this Corporation shall be: Wiseberg Consolidated, Inc., and its business shall be carried on in **BROWARD COUNTY, FLORIDA** and also within and without the **STATE OF FLORIDA**, and in the **UNITED STATES OF AMERICA** and **FOREIGN COUNTRIES** as may from time to time be deemed desirable or expedient.

**ARTICLE II
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless dissolved by action of law or by vote of the stockholders.

**ARTICLE III
NATURE OF BUSINESS**

The general natures of the business to be transacted by this Corporation and object and purpose thereof are as follows:

1. The transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the State of Florida Statutes.
2. To maintain offices in connection with said business and where necessary to build or construct new facilities or additions.
3. To provide services and to buy, sell, manufacture, repair, alter, exchange, let, hire, export, import or deal in all kinds of articles and things which may be required for the purpose of the business.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any time shall be five thousand (5,000) shares of common stock, each having a par value of one dollar (\$1.00). The capital stock may be paid for in cash, property, and labor or services at just valuation to be fixed by the incorporator or by the Directors at a meeting called for such purpose or at the organization meeting. Property, labor or services may also be purchased or paid for with capital stock at a just valuation of said property or services, to be fixed by the Directors of the Company. Stock in other corporations or going businesses may be purchased by the Corporation in return for issuance of its capital stock, at a value determined by the Directors.

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it was offered to others.

**ARTICLE VI
INITIAL CAPITAL**

The amount of capital with which this Corporation shall begin business shall not be less than one hundred (\$100.00) dollars.

**ARTICLE VII
ADDRESS**

The initial Mailing Address of this Corporation in the State of Florida is:

2821 SW 87th Ave Suite 807
Davie, FL 33328

The address of the initial Principal Place of Business of this corporation in the State of Florida is:

2821 SW 87th Ave Suite 807
Davie, FL 33328

**ARTICLE VIII
REGISTERED AGENT/REGISTERED OFFICE**

The name and address of the initial Registered Agent/Registered Office of this Corporation is:

David Wiseberg
2821 SW 87th Ave Suite 807
Davie, FL 33328

**ARTICLE IX
INITIAL BOARD OF DIRECTORS AND OFFICERS**

Neither directors of officers need be stockholders. The corporation shall have one director initially. The number of directors may be increased or decreased from time to time as the stockholders desire, in accordance with the By-Laws hereof, but at no time shall there be less than one. The name and addresses of the initial director and officers are as follows:

President	David Wiseberg 2821 SW 87 th Ave. Suite 807 Davie, FL 33328
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Vice President **Nancy Wiseberg**
2821 SW 87th Ave. Suite 807
Davie, FL 33328

Treasurer **Nancy Wiseberg**
Secretary **David Wiseberg**
Director **David Wiseberg**
Director **Nancy Wiseberg**

ARTICLE X SUBSCRIBERS

The names and addresses of each subscriber and the number of shares and the consideration to be paid are as follows:


<u>NAME</u>	<u># of Shares</u>	<u>Consideration</u>
David Wiseberg 2821 SW 87 th Ave. Suite 807 Davie, FL 33328	60 Shares	\$60.00
Nancy Wiseberg 2821 SW 87 th Ave. Suite 807 Davie, FL 33328	40 Shares	\$40.00

ARTICLE XI BY-LAWS

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

ARTICLE XII AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments hereto and this right is conferred upon the stockholders.


Signature of Incorporator
David Wiseberg

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Witness my hand and official seal at the state and county aforesaid this 21st day of January 2002

J. Bolceda

Notary Public, State of Florida



JoAnn Salcedo
Commission # **CC 892212**
Expires **Dec. 2, 2003**
Bonded Thru
Atlantic Bonding Co., Inc.

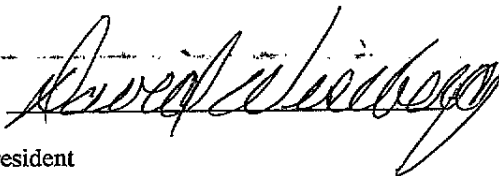
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.325, Florida Statutes, the undersigned 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: Wiseberg Consolidated, Inc.
2. The name and address of the registered agent and office is:

David Wiseberg
2821 SW 87th Ave . Suite 807
Davie, FL 33328

Signature

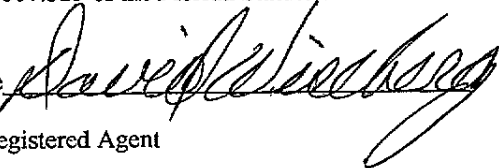


Title: President

Date: January 21, 2002

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of the statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325 of the Florida Statutes.

Signature



Title: Registered Agent

Date: January 21, 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA