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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

WPD HOLDINGS, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB - 1 AM 10:00

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**ARTICLES OF INCORPORATION
OF
WPD Holdings, Inc.**

ARTICLE I - NAME

The name of this Corporation is **WPD Holdings, Inc.** and its address is 9355 SW 117th Terrace, Miami, FL 33176.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Preston Daggett, and her address is 9355 SW 117th Terrace, Miami, FL 33176.

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TALLAHASSEE, FLORIDA**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Walter Daggett	9355 SW 117 th Terrace Miami, FL 33176
Preston Daggett	9355 SW 117 th Terrace Miami, Florida 33176

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Preston Daggett and her address is 9355 SW 117th Terrace, Miami, FL 33176.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 25th day of January, 2002.


Preston Daggett

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN ARTICLE V OF THESE ARTICLES OF
INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE DISCHARGE OF HER DUTIES.

DATED THIS 25th DAY OF January, 2002.


Preston Daggett

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA