

P02000022461



125 WORTH AVENUE SUITE 221  
PALM BEACH, FLORIDA 33480  
TELEPHONE (561) 659-0200  
FACSIMILE (561) 659-0942

WARREN E. AVIS, JR.\*  
wea@avislaw.com  
DEBORAH K. AVIS  
(Ret. 1999)

OF COUNSEL  
JILL E. KAUFMAN  
jek@avislaw.com

\*ALSO ADMITTED IN MICHIGAN

ALAN E. ANDERSON  
afa@avislaw.com  
TESSFA T. BELL  
ttb@avislaw.com  
MARGARET E. BUSH  
meb@avislaw.com  
PARALEGALS

February 22, 2002

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

700005000757--7  
-02/25/02--01053--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **WKF HOLDINGS, INC.**  
**ARTICLES OF INCORPORATION**

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	35.00
	<u>\$78.75</u>

Please file the Articles of Incorporation and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,

Avis & Avis, P.A.

Margaret E. Bush  
Paralegal

Enclosures

W:\MyFiles\2002 Clients\Foster\WKF HOLDINGS, INC\Corr.- 021802 Letter to SOS.wpd

FILED  
FEB 25 AM 10:05  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

gy 2/28

**ARTICLES OF INCORPORATION**

**OF**

**WKF HOLDINGS, INC.**

In compliance with Chapter 607 and/or Chapter 621, F.S., the undersigned incorporator, WENDY F. FOSTER, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation shall be:

**WKF HOLDINGS, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

LOGGERHEAD PLAZA, SUITE 209  
14255 U. S. HIGHWAY ONE  
JUNO BEACH, FL 33408

**ARTICLE III**

**PURPOSE**

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

**ARTICLE IV**

**SHARES**

The aggregate number of shares of stock the Corporation shall be authorized to create and

FILED  
02 FEB 25 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

issue is 1,000 shares of Common Stock having a par value of \$1.00 per share.

## **ARTICLE V**

### **INITIAL REGISTERED AGENT AND OFFICE**

The name and Florida street address of the initial registered agent is:

WENDY K. FOSTER  
LOGGERHEAD PLAZA, SUITE 209  
14255 U. S. HIGHWAY ONE  
JUNO BEACH, FL 33408

## **ARTICLE VI**

### **INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

WENDY K. FOSTER  
LOGGERHEAD PLAZA, SUITE 209  
14255 U. S. HIGHWAY ONE  
JUNO BEACH, FL 33408

## **ARTICLE VII**

### **BOARD OF DIRECTORS AND OFFICERS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The name and street address of the initial director who shall hold office the first year of the Corporation's existence or until her successor is elected is:

WENDY K. FOSTER  
LOGGERHEAD PLAZA, SUITE 209  
14255 U. S. HIGHWAY ONE  
JUNO BEACH, FL 33408

The name and street address of the initial officer who shall hold office the first year of the Corporation's existence or until her successor is elected is:

WENDY K. FOSTER  
PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER  
LOGGERHEAD PLAZA, SUITE 209  
14255 U. S. HIGHWAY ONE  
JUNO BEACH, FL 33408

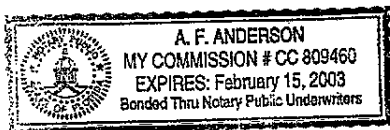
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Palm Beach, Florida, for the uses and purposes aforesaid, on this 22 day of February, 2002.

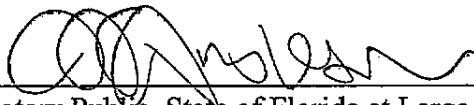
  
\_\_\_\_\_  
WENDY K. FOSTER, Incorporator

STATE OF FLORIDA                    )  
  )SS.  
COUNTY OF PALM BEACH        )

Before me personally appeared WENDY K. FOSTER to me well known to be the person described and who produced her Florida Driver's License as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Palm Beach, Florida, this 22 day of February, 2002.



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

\_\_\_\_\_  
Print Name of Notary Public

My Commission Expires:

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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:

**WKF HOLDINGS, INC.**

2. The name and address of the registered agent and office is:

**WENDY K. FOSTER  
LOGGERHEAD PLAZA, SUITE 209  
14255 U. S. HIGHWAY ONE  
JUNO BEACH, FL 33408**

**FILED**  
**02 FEB 25 AM 10:05**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

SIGNATURE

*Wendy K. Foster*  
WENDY K. FOSTER

TITLE

INCORPORATOR

DATE

2/22/02

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*Wendy K. Foster*  
WENDY K. FOSTER

DATE

2/22/02