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ROBERT B. GOLDMAN

Attorney at Law

330-B Julia Street (corner of Whitehead)

Key West, Florida 33040

Telephone 305/296-4626

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Telefax 305/296-2906

Robert B. Goldman*

*admitted to practice in Florida and Illinois

Illinois office:

1300 South 8th Street

Springfield, Illinois 62703

217/544-5000

February 2, 2002

Florida Department of State

Division of Corporations

Post Office Box 6327

Tallahassee, FL 32314

100004890081--4

-02/07/02--01039--001

****140.00 *****70.00

Re: Articles of Incorporation


Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for W + CO2 Merchandising Crew and W + CO3 Web Crew along with total filing fees of \$70.00 for each of the enclosed corporations, which total \$140.00.

Please file and provide a filed copy to me, together with any other information you commonly provide to new incorporators at the address above.

Please contact me at the above address if you require anything further. My daytime telephone number is (305) 296-1111.

Sincerely yours,



Robert B. Goldman

Attorney at Law

/jmc

Enclosures

Check # 13651 Enclosed for \$140.00

FILED
2002 SEP 23 AM 10:14
DIVISION OF STATE
TALLAHASSEE FLORIDA

505

W02-4142

fa/23/02

Pribramsky & Zuelch
ACCOUNTING & FINANCIAL PLANNING

FILED

2002 SEP 23 AM 10:14

SECRETARY OF STATE
TALLAHASSEE FL 32304

Wednesday, September 18, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
Attn: Claretha Golden

Re: W + CO2 Merchandising Crew, Inc.

Dear Ms. Golden:

I am the accountant for the above referenced pending new corporation. I have attached the prior correspondence. Previously Robert Goldman had submitted documents for the incorporation of this business. Mr. Goldman's services have been terminated and I have been asked to complete the incorporation process.

I have attached revised Articles of Incorporation including **Inc.** in the corporate name and naming Teresa Willis as Registered Agent. I have attached two copies of the Articles of Incorporation as well as a copy of the original documents.

Please let me know if there is anything else we need to submit to the state to complete this incorporation. Thank you in advance for your help with this matter.

Sincerely,



Steven R. Pribramsky



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 12, 2002

ROBERT B. GOLDMAN, ESQ.
330-B JULIA STREET
KEY WEST, FL 33040

SUBJECT: W + C02 MERCHANDISING CREW
Ref. Number: W02000004142

FILED
2002 SEP 23 AM 10:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for W + C02 MERCHANDISING CREW and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 002A00008582

**ARTICLES OF INCORPORATION
FLORIDA STOCK CORPORATION**

FILED

2002 SEP 23 AM 10:15

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), the undersigned would state:

DADE COUNTY CLERK
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

W + CO2 Merchandising Crew, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

330 Julia Street, Key West, Florida 33040.

The Board of Directors may from time to time designate such other post office address and place for the principal office.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The general character of the business to be transacted by this corporation is:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. This corporation shall have perpetual existence

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) of common stock, each share having the par value of \$0.00. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the board of Directors, of this corporation at any regular or special meeting.

The amount of capital with which this corporation shall begin business is ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V INITIAL OFFICERS/DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Teresa Willis	330- 4 Julia Street Key West, Florida 33040

ARTICLE VI REGISTERED AGENT

The corporation registered office shall be ^{Teresa Willis} ~~at Robert B. Goldman, Attorney at Law, 330-
4 Julia Street, Key West, Florida 33040.~~ The Board of Directors may from time to time designate such other post office address and place for the principal office of its corporation as it may see fit.

^{Teresa Willis} ~~Robert B. Goldman~~ shall be registered or resident agent of this corporation and his address is 330-~~4~~ Julia Street, Key West, Florida 33040.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Teresa Willis
330-~~4~~ Julia Street
Key West, Florida 33040


ARTICLE VIII

Other provisions:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by him to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled

to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention, that a certain amendment of these Articles of Incorporation is made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of September, 2002.


Teresa Willis

9-17-02

Date:



 9/17/02

Having been named 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/Registered Agent

9-17-02

Date:

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CLERK OF THE STATE
TALLAHASSEE FLORIDA

P02000102208

ROBERT B. GOLDMAN
Attorney at Law
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Post Office Box 6327
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Re: Articles of Incorporation

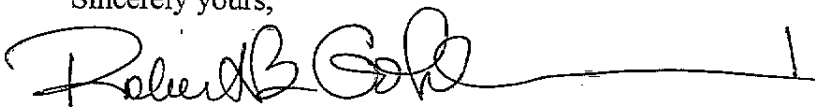
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Robert B. Goldman

Attorney at Law

/jmc

Enclosures

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TALLAHASSEE, FLORIDA

Wednesday, September 18, 2002

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Katherine Harris
Secretary of State

February 12, 2002

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330-B JULIA STREET
KEY WEST, FL 33040

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STATE
TALLAHASSEE FLORIDA

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<u>NAME</u>	<u>ADDRESS</u>
Teresa Willis	330- 4 Julia Street Key West, Florida 33040

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^{Teresa Willis} ~~Robert B. Goldman~~ shall be registered or resident agent of this corporation and his address is 330-~~4~~ Julia Street, Key West, Florida 33040.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Teresa Willis
330-~~4~~ Julia Street
Key West, Florida 33040

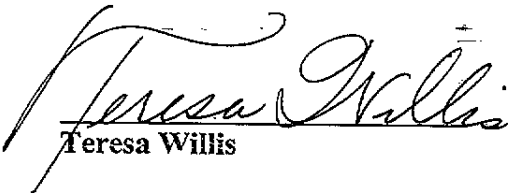
ARTICLE VIII

Other provisions:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by him to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled

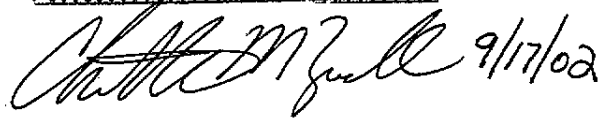
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Signature/Registered Agent

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