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LAW OFFICES

# MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE SUITE 1070 MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0300 FAX (305) 373-3739

September 19, 2003

VIA UPS OVERNIGHT

Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: WOW Development Corporation

Dear Sir/Madam:

Enclosed for filing please find two original sets of Articles of Incorporation for the above-captioned corporation along with our check in the amount of \$70.00 for the filing fee.

Sincerely,

Judith Kenne

Enclosures

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#### ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE TALLAHASSEE FLORIDA

## WOW Development Corporation

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

#### ARTICLE I

The name of the corporation shall be:

WOW Development Corporation

(hereinafter the "Corporation").

#### ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

## ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

#### ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.01 per share.

## ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Judith Kenney 777 Brickell Avenue, Suite 1070 Miami, Florida 33131

# ARTICLE VI

The Corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Michael Kessler 777 Brickell Avenue, Suite 1070 Miami Beach, FL 33131

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

# ARTICLE VII

The name and address of the incorporator of the Corporation is:

Judith Kenney MONTELLO & KENNEY, P.A. 777 Brickell Avenue, Suite 1070 Miami, Florida 33131

#### ARTICLE VIII

The mailing address of the Corporation's principal office ..... shall be:

777 Brickell Avenue, Suite 1070 Miami, Florida 33131

# ARTICLE IX

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SECRETARY OF STATE TALLAHASSEE FLORIDA This corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

Executed at Miami, Florida this 19th day of September, 2003.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of WOW Development Corporation the undersigned accepts such appointment and agrees to act in such capacity.

Dated this September 19, 2003.

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