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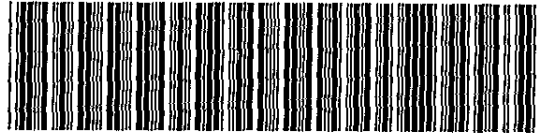
(Business Entity Name)

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Law Offices of

TIMOTHY W. GENSMER, P. A.

ATTORNEY AT LAW

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October 28, 2003

Secretary of State
Division of Corporations
The George Firestone Bldg.
409 Gaines Street
Tallahassee, Florida 32399

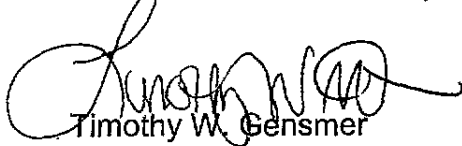
**RE: FILING OF ARTICLES OF INCORPORATION FOR
W & B ENTERPRISES, INC.**

Dear Sir/Madam:

Enclosed please find a check payable to the Secretary of State in the amount of \$70.00 for filing of the enclosed Articles of Incorporation for **W & B ENTERPRISES, INC.** If you should have any questions or need any further information, please feel free to call.

Very truly yours,

TIMOTHY W. GENSMER, P.A.



Timothy W. Gensmer
TWG/tgw

Enclosures:

**ARTICLES OF INCORPORATION
OF
WABI ENTERPRISES, INC.**

ARTICLE 1. - NAME

The name of this corporation is **WABI ENTERPRISES, INC.**

ARTICLE 2. - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE 3. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4. - POWERS

This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE 5. - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The holders of the common stock of the corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation as may be issued from time to time of the corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the

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treasury of the corporation, and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 7. - PRINCIPAL OFFICE OR MAILING ADDRESS

The street address of principal office is **4300 Mink Road, Sarasota, Florida 34235** and the mailing address of the corporation is **4300 Mink Road, Sarasota, Florida 34235**.

ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **2831 Ringling Blvd, Suite 202-A, Sarasota, Florida 34237** and the name of the initial registered agent of this corporation at that address is **Timothy W. Gensmer**.

ARTICLE 9. - INCORPORATOR

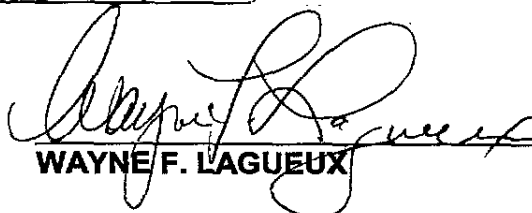
The name and address of the Incorporator is:

**WAYNE F. LAGUEUX
4300 Mink Road
Sarasota, Florida 34235**

ARTICLE 10. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation on the 24th day of October, 2003.


WAYNE F. LAGUEUX

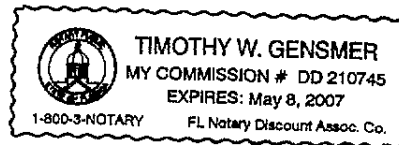
STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, a Notary Public, appeared **WAYNE F. LAGUEUX** known to be the person described as the Incorporator, or who produced _____ as identification, who executed the foregoing Articles of Incorporation, and said person did acknowledge subscribing to the same.

Witness my hand and official seal this 24th day of October, 2003.

Timothy W. Gensmer
NOTARY PUBLIC

MY COMMISSION EXPIRES:



ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT FOR

WABI ENTERPRISES, INC.

Having been named to accept service of process for the above-stated corporation, at the place designated in the corporation's articles of incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 10-24-03



Timothy W. Gensmer

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