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Florida Department of State  
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From: *Legal Assist*  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**W&F ADVISORS, INC.**

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**ARTICLES OF INCORPORATION  
OF  
W&F ADVISORS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is W&F Advisors, Inc. (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

2500 Aqua Vista Boulevard  
Fort Lauderdale, Florida 33301

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, \$0.001 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV  
INITIAL DIRECTORS**

The names and addresses of the initial directors of the Corporation are:

Eugene Wingerter  
2500 Aqua Vista Boulevard  
Fort Lauderdale, Florida 33301

Craig Farlie  
2500 Aqua Vista Boulevard  
Fort Lauderdale, Florida 33301

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**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One Southeast Third Avenue, 28<sup>th</sup> Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

**ARTICLE VI**  
**INCORPORATOR**

The name and street address of the incorporator of the Corporation is: Marc L. Druckman, Esq., One Southeast Third Avenue, 28<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE VII**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25<sup>th</sup> day of November, 2003.

  
\_\_\_\_\_  
Marc L. Druckman, Esq., Incorporator

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of W&F ADVISORS, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 25<sup>th</sup> day of November, 2003.

American Information Services, Inc.

By: Nery G. Toledo, Asst. Sec.  
Nery G. Toledo, Assistant Secretary  
Registered Agent

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