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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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01/07/04--01016--016 \*\*78.75

20 1/15

**LAW OFFICES OF  
POSESS & WALSER, P.A.**  
7015 BERACASA WAY, SUITE 201  
(CORNER OF PALMETTO PARK & POWERLINE RDS.)  
BOCA RATON, FLORIDA 33433  
(561) 750-1040  
Telecopier: (561) 750-0708

**TAX & ESTATE PLANNING DEPARTMENT**  
THOMAS C. WALSER, LL.M.-ESTATE PLANNING  
CARYN J. CLAYMAN, LL.M.-TAXATION

**REAL ESTATE DEPARTMENT**  
CHARLES F. POSESS  
DOUGLAS R. NEU  
GISELE E. ASMAR  
BRENDA M. COX  
LORRI J. KOLBERT KLEIN

January 2, 2004

Secretary of State of Florida  
Corporation Division  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **WEDGEFIELD USA, INC.**  
Dear Sir:

Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

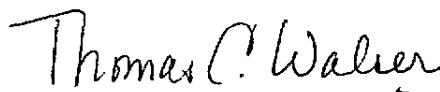

Also enclosed is a check for \$78.75 covering the filing fees and costs as follows:

Filing Certificate of Incorporation .....	\$35.00
One (1) Certified Copy .....	8.75
Designation of Registered Agent .....	<u>35.00</u>
Total .....	<u>\$78.75</u>

Also enclosed is an Affidavit stating the foreign corporation, Wedgefield USA, Inc. was dissolved and the name is being released for use.

Please return your confirmation letter regarding the incorporation and filing of this company to my office in the enclosed stamped self-addressed envelope.

Sincerely,

  
Thomas C. Walser 

TCW:clg  
cc: Albert Rosen

AFFIDAVIT

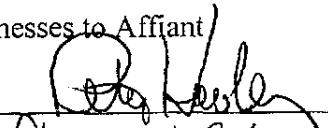
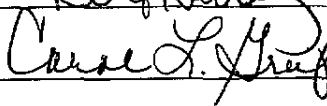
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Secretary of State of Florida  
Corporation Division  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, FL 32399

This is an affidavit that **WEDGEFIELD USA, INC.**, (F00000003831) a Foreign corporation whose right to do business in Florida was administratively revoked has no intention of reinstating that name and hereby releases that name for another entity to use.

FURTHER AFFIANT SAYETH NAUGHT.

Witnesses to Affiant/

  
\_\_\_\_\_  
  
\_\_\_\_\_

  
\_\_\_\_\_  
ALBERT ROSEN, Affiant


STATE OF FLORIDA                    )  
  )ss:  
COUNTY OF PALM BEACH        )

The foregoing instrument was acknowledged before me, this 3<sup>rd</sup> day of December, 2003, by ALBERT ROSEN, who is personally known to me or has produced a \_\_\_\_\_ I.D. card/Driver License or \_\_\_\_\_ as identification and who did not take an oath.

My Commission Expires:



Carol L. Graf  
My Commission DD248981  
Expires September 23, 2007

  
\_\_\_\_\_  
Notary Public  
**Carol L. Graf**

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
WEDGEFIELD USA, INC.

FILED  
04 JAN -7 PM 1:0  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation under the Florida Business Corporation Act, Chapter 607, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is **WEDGEFIELD USA, INC.**. The principal office and mailing address is 20520 Sausalito Dr., Boca Raton, FL 33498.

**ARTICLE II**

This corporation is to exist perpetually.

**ARTICLE III**

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 Common Shares at 1.00 par value.

**ARTICLE V**

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

**ARTICLE VI**

Provisions for the regulation of the internal affairs of the corporation are: None.

**ARTICLE VII**

The street address of the initial registered office of the corporation is 7015 Beracasa Way, Ste 201, Boca Raton, FL 33433, and the name of its initial registered agent at such address is Thomas C. Walser.

**ARTICLE VIII**

The number of directors constituting the initial Board of Directors of the corporation is 1 and the names and addresses of the person(s) who is/are to serve as Director(s) until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify is/are:

**NAME**

**ADDRESS(ES)**

Albert Rosen

20520 Sausalito Dr.  
Boca Raton, FL 33498

**ARTICLE IX**

The name and address of each incorporator is/are:


**NAME(S)**

**ADDRESS(ES)**

Thomas C. Walser

7015 Beracasa Way, Ste 201  
Boca Raton, FL 33433

DATED this 31 day of Dec, 2003.

  
Thomas C. Walser, Incorporator

STATE OF FLORIDA                    )  
  )ss:  
COUNTY OF PALM BEACH        )

The foregoing instrument was acknowledged before me, this 31<sup>st</sup> day of December, 2003, by Thomas C. Walser who is personally known to me or has produced a \_\_\_\_\_ I.D. card/Driver License or N/A as identification.

My Commission Expires:




Carol L. Graf  
My Commission DD248881  
Expires September 23, 2007

Carol L. Graf  
Notary Public

Carol L. Graf

**CONSENT OF REGISTERED AGENT**

I, Thomas C. Walser, having been designated to act as Registered Agent, hereby agrees to act in this capacity.

  
Thomas C. Walser, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA