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November 10, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Our File No. 05-20823
WTL Corporation

Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation of WTL Corporation, together with a check in the amount of \$70.

Please return a file-stamped copy to the undersigned using the enclosed envelope.

Very truly yours,


Jonathan L. Shepard

JLS/bjp
Enclosure

**ARTICLES OF INCORPORATION
OF
WTL CORPORATION**

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COUNTY CLERK
OF
DADE COUNTY
FLORIDA

**ARTICLE 1
NAME**

The name of this Corporation is WTL Corporation.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 524 NE 2nd Street, Pompano, Florida 33060.

**ARTICLE 3
MAILING ADDRESS**

The mailing address of this Corporation shall be 524 NE 2nd Street, Pompano, Florida 33060.

**ARTICLE 4
PURPOSES AND POWERS**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of \$.01 per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, and the name of the initial registered agent of this Corporation at that address is Jonathan L. Shepard.

ARTICLE 7
INITIAL OFFICERS AND DIRECTORS

Edwin Y. Baxter, III President, Treasurer and Director
524 NE 2nd Street
Pompano, FL 33060

Molly J. Baxter Vice President and Secretary
524 NE 2nd Street
Pompano, FL 33060

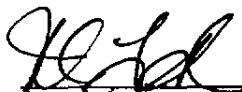
ARTICLE 8
INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Jonathan L. Shepard, 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486.

ARTICLE 9
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation on November 9, 2005.



Jonathan L. Shepard, Incorporator

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
WTL CORPORATION**

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

WTL Corporation, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Jonathan L. Shepard, located at 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, County of Palm Beach, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.



Jonathan L. Shepard

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