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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

CWC ENTERPRISES, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 05      |
| Estimated Charge      | \$78.75 |

9/22/06

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CERTIFICATE OF INCORPORATION

of

CWC Enterprises, Inc.

FILED  
06 SEP 21 AM 11:4  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby incorporate for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of the corporation for profit.

Article One

The name of this corporation shall be: CWC Enterprises, Inc.

Article Two

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

Article Three

The maximum number of shares of stock with \$1 par value that this corporation is authorized to have outstanding at any one time is two thousand five hundred.

Article Four

This corporation is to have perpetual existence.

Article Five

The amount of capital with which this corporation will begin business will not be less than \$500 dollars.

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**Article Six**

The principal office of this corporation shall be at:

9500 S. Dadeland Blvd., Suite 700, Miami, FL, 33156 and the  
initial registered agent at such address is Donald D. Wilson Jr.

**Article Seven**

The number of directors shall not be less than one.

**Article Eight**

The names and addresses of the first board of directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporations existence, or until their successors are elected and have qualified, are:

| <u>Name</u>        | <u>Address</u>   | <u>Shares</u> |
|--------------------|--|---------------|
| Charles W. Clayton | 18191 S.W. 90 <sup>th</sup> Court<br>Palmetto Bay, Florida 33157 | 10            |

**Article Nine**

The name and address of the incorporator is as follows:

| <u>Name</u>          | <u>Address</u>                                       |
|----------------------|--|
| Donald D. Wilson Jr. | 9500 S. Dadeland Blvd., Suite 700<br>Miami, FL 33156 |

**Article Ten**

The corporation shall have the right and power to:

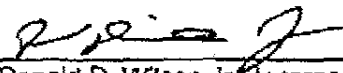
From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or board of directors.

The corporation may in its by-laws confer powers upon its board of directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices with or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the board of directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all right conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each and all of the incorporators of the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seal this 19th day of September, 2006.

 (Seal)  
Donald D. Wilson Jr., Incorporator

HWUW28478

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

CWC ENTERPRISES, INC

FILED  
06 SEP 21 AM 11:20  
STATE OF

LOCATED AT 9500 S. DADELAND BLVD., SUITE 700, MIAMI, FLORIDA, 33156.

**SIGNATURE**

(INCORPORATOR)

DATE September 19, 2006

**SIGNATURE**

(REGISTERED AGENT)

September 19, 2006

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P.05/05

EMPIRE

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