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LAW OFFICES

ROBERT M. HERMAN

A PROFESSIONAL ASSOCIATION

SUITE 200

5021 HOLLYWOOD BOULEVARD  
HOLLYWOOD, FLORIDA 33021-6327

ROBERT M. HERMAN

BROWARD (305) 989-8000

DADE (305) 624-0111

January 4, 1995

Secretary of State  
Division of Corporations  
Post Office Box 0327  
Tallahassee, Florida 32314

Re: W. D. Corporation

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the referenced entity, along with a check in the amount of \$122.50 representing the filing fee.

Please process the enclosed documents and return a certified copy of the Articles to the undersigned. If you need any further information and/or documentation to comply with this request, please contact this office.

Very truly yours,

  
Robert M. Herman

RMH/jlm  
Encl.

RECEIVED  
JAN 10 1995  
TALLAHASSEE, FLORIDA

MAH  
1-10-95

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JAN - 3 11 03

FILED

ARTICLES OF INCORPORATION

FILED

95 JAN -6 10 0 00

ARTICLE I - NAME

RECORDED  
JAN 10 1900

The name of this corporation is W. D. CORPORATION.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1000 (ONE THOUSAND) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5821 Hollywood Boulevard, Suite 200, Hollywood, Florida 33021 and the name of the initial registered agent of this corporation at that address is ROBERT M. HERMAN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Initially, this corporation shall have one Director. The name and address of the initial Director is EDUARDO WENDT, 9921 N.W. 9th Court, Plantation, Florida 33324. The number of Directors may be either increased or decreased from time to time by the Bylaws.

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles is:

EDUARDO WENDT

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

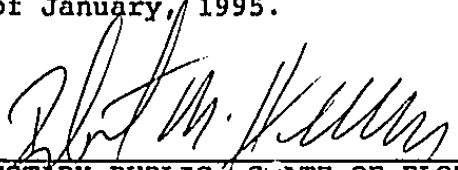
Dated: January 3, 1995

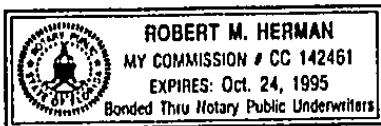
  
\_\_\_\_\_  
EDUARDO WENDT, Incorporator

STATE OF FLORIDA     )  
                              )SS  
COUNTY OF BROWARD    )

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared EDUARDO WENDT who produced Florida Driver's License as identification and is known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 3rd day of January, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First that W. D. CORPORATION

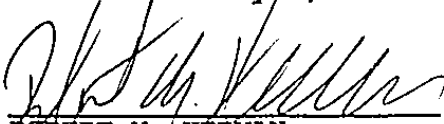
Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9921 N.W. 9th Court, Plantation, Florida 33324, has named ROBERT M. HERMAN, located at 5821 Hollywood Boulevard, Suite 200, Hollywood, Florida 33021, as its agent to accept service of process within Florida.

Dated: January 3, 1995

  
EDUARDO WENDT

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 performance of my duties.

Dated: January 3, 1995

  
ROBERT M. HERMAN