

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

csc networks

MAIL TO:
P.O. BOX 5820
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 523617 02150A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : January 11, 1995

ORDER TIME : 10:15 AM

ORDER NO. : 523617

800001376288

CUSTOMER NO: 02150A

CUSTOMER: Mr. Michael J. Mills
XL CORPORATE SERVICES

62 White Street

New York, NY 10013

DOMESTIC FILING

P95000002728

NAME: WESTCO, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

RECEIVED
95 JAN 11 AM 11:35
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
FILED
95 JAN 11 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TW
1-11-95
02/A

**ARTICLES OF INCORPORATION
OF
WESTCO, INC.**

FILED
95 JAN 11 PM 12 16
DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is WESTCO, INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1000 NPV shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be C/O MILLER, SCHWARTZ & MILLER, ESQS., 4040 SHERIDAN STREET, HOLLYWOOD, FL 33021 and the name of its initial registered agent at such address is CHARLES MILLER, ESQ..
6. The number of directors constituting the initial board of directors is ONE (1) and the name and address of each person who is to serve as a member thereof is as follows:

WILLIAM F. DUKER, 6 MARION AVENUE, ALBANY, NY 12203

7. The name and address of the sole incorporator is: MICHAEL J. MILLS, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 01/09/95



MICHAEL J. MILLS
Sole Incorporator

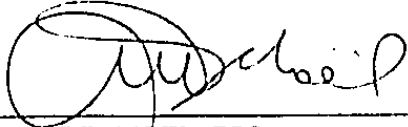
ACKNOWLEDGEMENT

STATE OF NEW YORK COUNTY OF NEW YORK ss .

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared to me, MICHAEL J. MILLS, known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 01/09/95.

MARC D. MOEL
Notary Public, State of New York
No. 31-4954980
Qualified in New York County,
Commission Expires August 28, 1995


MARC D. MOEL, ESQ.
Notary Public

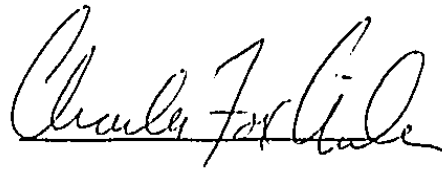
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of
the within named corporation.

Dated: 1/9/5



Registered Agent

FILED
95 JAN 11 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA