

P95000004418
RUTHERFORD, MINERLEY & MULHALL

GEORGE M. KARALAR
FREDERIC M. MARTINE
ROBERTA DUNN BARTLEY**
STUART E. BLOCH
BARRY L. CLAYTON
KENNETH L. MINERLEY
FRANK J. MULHALL
JOHN T. MULHALL III
CYNTHIA A. REED
CHARLES E. RUTHERFORD
MICHAEL E. WARGO
LOUI S. WEISS
* ALSO MEMBER MICHIGAN BAR
* ALSO MEMBER PENNSYLVANIA BAR
* ALSO MEMBER NEW JERSEY BAR
* ALSO MEMBER ALABAMA BAR
* ALSO MEMBER GEORGIA BAR

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
ONE CHOCHEN SQUARE, FOURTH FLOOR
2800 NORTH MILITARY TRAIL
BOCA RATON, FLORIDA 33481-0000

FILED

95 JAN 18 1995
OF COUNSEL
CORINNE B. KAHN, P.A.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(407) 241-1600
(800) 741-1600
FACSIMILE (407) 241-3815

December 15, 1994

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

700001355997
-12/16/94--01095--000
***122.50 ***122.50

Re: WBB International Corp.
Our File No.: 2409.001

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of the above referenced Corporation. Also enclosed is this firm's check for the sum of One Hundred Twenty Two and 50/100 Dollars (\$122.50) in full payment of the filing fee (\$35.00), registered agent (\$35.00) and certified copy (\$52.50). Please return to me a certified copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions with respect to the foregoing, please call me.

Very truly yours,


Barry L. Clayton

BLC/amb
Enclosures

Left message
12-19.
No reply.
Not available
12-21.

241-27015

M-H
1-18-95



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 21, 1994

BARRY CLAYTON
2600 N. MILITARY TRAIL
BOCA RATON, FL 33431

SUBJECT: WBB INTERNATIONAL CORP.
Ref. Number: W94000027045

We have received your document for WBB INTERNATIONAL CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Nancy Hendricks
Corporate Specialist

Letter Number: 494A00053940

RUTHERFORD, MINERLEY & MULHALL

PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW

ONE CHOCKER SQUARE, FOURTH FLOOR

2600 NORTH MILITARY TRAIL

BOCA RATON, FLORIDA 33431-0000

GEORGE M. BAKALAN
FREDERIC M. BARTHE
ROBERTA DUNN BARTLEY
STUART F. BLOCH
BARRY L. CLAYTON
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* ALSO MEMBER ALABAMA BAR
* ALSO MEMBER GEORGIA BAR

OF COUNSEL
LEO L. BENTZ, II, A
CONINNE B. KAHN, P.A.

(407) 241-1600
(800) 741-1600
FACSIMILE (407) 241-3815

January 16, 1995

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Attn: Nancy Hendricks, Corporate Specialist

Re: WBB International Corp.
Our File No.: 2409.001

Dear Sir or Madam:

Reference is made to your letter of December 21, 1994, just received (copy enclosed). Also enclosed please find the original and one (1) copy of the Articles of Incorporation and Certificate Designating the Address and An Agent Upon Whom Process May be served for the above referenced Corporation. The incorporation date will be the date that the Articles of Incorporation are filed.

This will confirm that you are holding this firm's check for the sum of One Hundred Twenty Two and 50/100 Dollars (\$122.50) in full payment of the filing fee (\$35.00), registered agent (\$35.00) and certified copy (\$52.50). Please return to me a certified copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions with respect to the foregoing, please call me.

Very truly yours,

Barry L. Clayton
Barry L. Clayton *amb*

Signed in his absence
to avoid delay.

BLC/amb
Enclosures

ARTICLES OF INCORPORATION
OF
WBB INTERNATIONAL CORP.

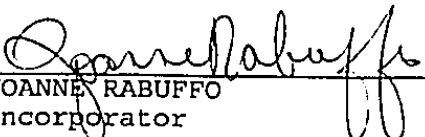
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Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

1. The name of the corporation is WBB International Corp. (the "Corporation").
2. The principal office of the Corporation is 4730 N.W. Boca Raton Boulevard, Boca Raton, FL 33431.
3. The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
4. The aggregate number of shares which the Corporation is authorized to issue is Two Hundred (200) shares of Common Stock, par value \$1.00 per share.
5. The street address of the initial registered office of this Corporation is 2600 N. Military Trail, 4th Floor, Boca Raton, Florida 33431 and the name of the initial registered agent of this Corporation at that address is Barry L. Clayton.
6. The name and address of the person signing these Articles of Incorporation as incorporator is Joanne Rabuffo, 4730 N.W. Boca Raton Boulevard, Boca Raton, Florida 33431.
7. The Corporation shall have one (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial Board of Directors is Oliver Thurston Berkman, 4730 N.W. Boca Raton Boulevard, Boca Raton, FL 33431 and Joanne Rabuffo, 4730 N.W. Boca Raton Boulevard, Boca Raton, Florida 33431.

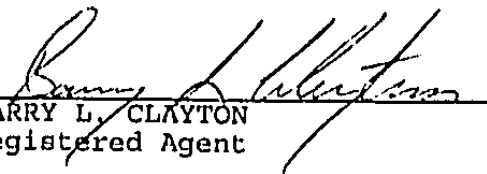
Dated: December 15, 1994


JOANNE RABUFFO
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for WBB International Corp., at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: December 15, 1994


BARRY L. CLAYTON
Registered Agent

FILED
95 JAN 18 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA