

LAW OFFICES
HAYDEN AND MILLIKEN, P.A.

795000005211

MIAMI FL OFFICE

SUITE 63
5915 PONCE DE LEON BOULEVARD
MIAMI, FLORIDA 33146-2477
TELEPHONE (305) 662-1523
FAX (305) 663-1358

Please Reply To: Miami

TAMPA FL OFFICE

618 DELEON STREET
TAMPA FLORIDA 33606-2719
TELEPHONE (813) 251-1770
FAX (813) 254-5438

January 19, 1995

Via Federal Express

800001389498
-01/25/95--01084--029
***131.25 ***131.25

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Attn: Beth Register

RE: WIEBELIZED, INC.
Our File: 15754

EFFECTIVE DATE
1-19-95

cc
COS

FILED
95 JAN 20 PM 12:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Ms. Register:

In accordance with our telephone conversation of today's date, enclosed please the Articles of Incorporation of WIEBELIZED, INC. and the Certificate of Designation of Registered Agent/Registered Office. We would appreciate it if you could file these Articles of Incorporation upon receipt of this letter. The corporation must be in effect no later than Monday, January 23, 1995. To cover the cost thereof, we have enclosed our check no: #25227, dated January 19, 1995 in the amount of \$131.25 made payable to the Department of State covering the filing fee and cost of certified copies and Certificate. Please return the certified copies and Certificates to the undersigned's office via Federal Express under our account #1064-4904-0 upon filing of the Articles of Incorporation.

Thank you for your time and cooperation.

Very truly yours,

HAYDEN and MILLIKEN, P.A.


Jan M. Kuylenstierna, Esq.

B. REGISTER JAN 20 1995

JMK:bc
Enclosures
c:\wp51\betsey\15754\depofst.101

495A00002463

EFFECTIVE DATE
1-19-95

ARTICLES OF INCORPORATION
OF
WIEBELIZED, INC.

FILED
95 JAN 20 PM 12:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

WIEBELIZED, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

50 Sunrise Cay Drive
Key Largo, Florida 33037

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IV - PURPOSE

Pursuant to the laws of the State of Florida, to conduct and transact any and all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value capital common stock which shall be designated common stock.

ARTICLE VI - LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1 - Dividends

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by majority vote of the Board of Directors, dividends, payable either in cash, in property, or in shares of capital stock of the Corporation.

Section 2 - Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares;

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any authorized and unissued stock (but not treasury stock) of this Corporation of the same kind, class or series, as that which he or she already holds shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - POWERS

This corporation shall have all those rights, powers and duties as delineated in Florida Statute Chapter 607, as it now exists or may hereafter be amended.

ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this Corporation is c/o HAYDEN AND MILLIKEN, P.A., 5915 Ponce De Leon Blvd., Suite 63, Miami, Florida 33146. The name of the initial registered agent is Jan M. Kuylenstierna, Esq. at the address of HAYDEN AND MILLIKEN, P.A., 5915 Ponce De Leon Blvd., Suite 63, Miami, Florida 33146. Said agent shall indicate acceptance of said designation by executing these Articles of Incorporation.

ARTICLE X - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors, initially. The number of directors may be either increased or diminished from time to time as provided for in the bylaws or fixed by the shareholders, but shall never be less than one (1). The name(s) and addresses of the initial directors of this corporation are:

Paul A. Wiebel - 50 Sunrise Cay Drive
Key Largo, Florida 33037

Karen L. Wiebel - 50 Sunrise Cay Drive
Key Largo, Florida 33037

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles is: Jan M. Kuylenstierna, Esquire, HAYDEN AND MILLIKEN, P.A., 5919 Ponce De Leon Blvd., Suite 63, Miami, Florida 33146

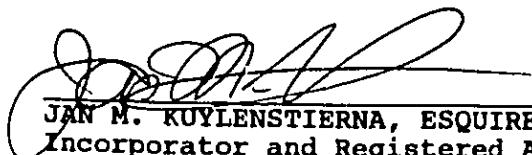
ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of January, 1995.

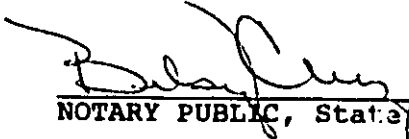


JAN M. KUYLENSTIERNA, ESQUIRE
Incorporator and Registered Agent

**STATE OF FLORIDA
COUNTY OF DADE**

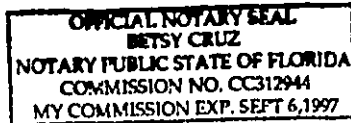
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Jan M. Kuylenstierna, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and before me that he executed these Articles of Incorporation.

I have hereunto set my hand and affixed my official seal in the state and county of aforesaid on this 19th day of January 1995.



NOTARY PUBLIC, State of Florida

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

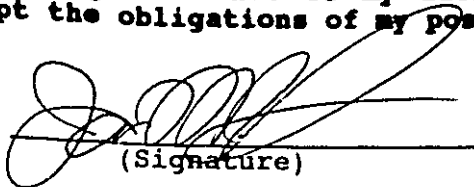
FILED
95 JAN 20 PM 12:13
SECRETARY
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0101, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: WIEBELIZED, INC.

2. The name and address of the registered agent and office is:
Jan M. Kuylenstierna, Esquire
HAYDEN AND MILLIKEN, P.A.
(Name)
5915 Ponce De Leon Blvd., Suite 63
(P.O. Box not acceptable)
Miami, Florida 33146
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

1/19/95
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL.

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED

96 NOV 12 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000005211**

1 Corporation Name
WEBELIZED, INC.

Principal Place of Business

90 SUNRISE CAY DRIVE
KEY LARGO FL 33037

Mailing Address

90 SUNRISE CAY DRIVE
KEY LARGO FL 33037



REINSTATEMENT

9600

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2 New Principal Office Address, if Applicable

Suite, Apt. #, etc.

City & State

Zip

Country

3 New Mailing Office Address, if Applicable

122 North Church Rd
Suite Apt #, etc.
Lafayette, N.J. 07848

City & State

Zip

Country

4 Date Incorporated or Qualified To Do Business in Florida

01/19/1995

5 FEI Number

65 055 8892

Applied For

Not Applicable

6 CERTIFICATE OF STATUS DESIRED

7 Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
D	WEBEL, PAUL A	90 SUNRISE CAY DRIVE	KEY LARGO FL 33037
D	WEBEL, KAREN L	90 SUNRISE CAY DRIVE	KEY LARGO FL 33037

700002006167--0
-11/15/96--01076--029
***375.00 ***375.00

8 Name and Address of Current Registered Agent

~~MUNLENSTEIN, JANIS
5015 PONCE DE LEON BLVD
SUITE 40
MIAMI FL 33146~~

9 Name and Address of New Registered Agent

Name **Donald S. Rosenberg**
Street Address (P.O. Box Number is Not Acceptable)
One SE Third Avenue
Suite, Apt. #, Etc. **STE 2600**
City

State **FL** Zip Code **33131**

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent *Donald S. Rosenberg*
REGISTERED AGENT MUST SIGN

Date **10-23-96**

11 Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No (See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: *[Signature]*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date _____ Daytime Phone # _____

CR2ED-03 (7/96)