RUDEN, BARNETT, McCLOSKY, SMITH, SCHUSTER & RUSSELL, P.A.

ATTORNEYS AT LAW
200 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
POST OFFICE BOX 1900
FORT LAUDERDALE, FLORIDA 33302
(305) 764-6660
MIAMI (305) 789-2700
BOCA RATON (407) 392-9771
FAX (305) 764-4996

MIAMI
NAPLES

SARASOTA
TALLAHASSEE

WRITER'S DIRECT DIAL NUMBER
(305) 761-2910

RECEIVED
95 JAN 24 AM 11:50
DIVISION OF CORPORATION

P95000006019

January 23, 1995

HAND DELIVERY

600001588905
-01/24/95--01058--009
****122.50 ****122.50

Ms. Sharon Ziegler
Capital Connection, Inc.
417 East Virginia Street, Suite 1
Tallahassee, FL 32301

FILED
1995 JAN 24 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: WMCI Florida, Inc.

Dear Ms. Ziegler:

The above referenced corporation would like to appoint Capital Connection as its registered agent. Please sign where indicated and return to our messenger for filing with the Florida Secretary of State.

For your records, please forward all invoices and information to Mr. Shoel Silver, c/o The Metrontario Group, Suite 510, One Yorkdale Road, North York, Ontario, Canada M6A 3A1.

Thank you for your assistance in this matter. If you should have any questions or problems, please feel free to contact me.

Sincerely yours,

RUDEN, BARNETT, McCLOSKY, SMITH,
SCHUSTER & RUSSELL, P.A.

Michele Grabasch
Legal Assistant for the
Corporate & Finance Department

Enclosure

FTL:10119:1

1/24/95
P95-6019

ARTICLES OF INCORPORATION

OF

WMCI FLORIDA, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

FILED
1995 JUL 24 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

WMCI Florida, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is c/o The Metrontario Group, One Yorkdale Road, Suite 510, North York, Ontario, Canada, M6A 3A1.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, $.01 par value.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 417 East Virginia Street, Suite 1, Tallahassee, Florida, 32301 and the initial registered agent of this Corporation at that address shall be Capital Connection, Inc.

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

ARTICLE V

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Thomas O. Katz, Esq.
200 East Broward Boulevard
17th Floor
Fort Lauderdale, Florida 33301

FILED
1995 JAN 24 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 20th day of January, 1995.

Thomas O. Katz, Esq., Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

Capital Connection, Inc.

By: Barbara Neeley

Name: Barbara Neeley

Its: President

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

FTL:29644:1

CAPITAL CONNECTION, INC.
417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

P95000006019

NAME
FIRM
ADDRESS

PHONE ( )

Service: Top Priority ______ One Day Service Regular ______ Two Day Service

To us via ______ Return via ______

Mailer No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______

RA Change

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	1-19		1/19/96
TIME			CK No
BY	Mark		

DC

WALK-IN
Will Pick Up ______

____ of ____ № 52280

RE: WMC Florida Inc
P95000006019

	C.O. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
✓ Reg. Agent Service		
Document Filing		
change of RA.		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
____ File No.'s, ____ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
SUBTOTALS		

FILED
96 JAN 19 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000001651372 01/19/96--01010--017
*****35.00 *****35.00

RECEIVED
96 JAN 19 PM 3:05
DIVISION OF CORPORATIONS

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: WMCI FLORIDA, INC.

1b. The mailing address of the corporation is : c/o The Metrontario Group

One Yorkdale Road, Ste. 510, North York, Ontario, Canada M6A 3A1

1c. Date of incorporation: 1/24/95 Document number: P95000006019

2. The name and address of the current registered agent and office:

CAPITAL CONNECTION, INC.

417 EAST VIRGINIA STREET, SUITE 1

TALLAHASSEE, FL 32301

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96 JAN 19 PM 4:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

DAVID HALL c/o Tri-Five Properties

225 S. Westmonte Dr., Suite 3020

Altamonte Springs, FL 32714

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) 1/16/96 (Date)

Lawrence Lubin
Vice President & Director
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent) 1/16/96 (Date)

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045(11/94) FILING FEE: $35.00