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THOMAS A. HICKEY

(ADMITTED IN NEW YORK ONLY)

February 6, 1995

Florida Department of State  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

VIA HAND DELIVERY

1995 FEB 7 10:12 AM  
-00-01235-01022-031  
\*\*\*131.25 \*\*\*131.25

Re: W.C.H., INC.

Gentlemen:

Enclosed please find an original fully executed Articles of Incorporation and one (1) copy for the entity noted above. Also enclosed is a check in the amount of \$131.25 payable to the Secretary of State to cover your filing fee, designation of resident agent, certified copy and a Certificate of Status.

Very truly yours,

Daryl B. Cramer

DBC/djs  
Enclosures  
cc: Mr. and Mrs. Robert A. Heintz

FILED  
1995 FEB -7 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

will wait

F. CHESSEY FEB 7 1995

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FILED  
1993 FEB - 7 AM 10:40  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
W.C.H., INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be W.C.H., INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 142 Anita Court, West Palm Beach, Florida 33415.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations

organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

#### ARTICLE IV

##### Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V

##### Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### ARTICLE VI'

##### Initial Registered Office and Agent

The street address of the initial registered office of this

Corporation is 625 North Flagler Drive, 9th Floor, Barnett Centre, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is DARYL B. CRAMER, ESQ.

#### ARTICLE VIII

##### Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

WENDY C. HEINTZ	142 Anita Court West Palm Beach, Florida 33415
ROBERT A. HEINTZ	142 Anita Court West Palm Beach, Florida 33415

#### ARTICLE IX

##### By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X

##### Indemnification

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

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: DARYL B. CRAMER, 625 North Flagler Drive, 9th Floor, Barnett Centre, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3<sup>rd</sup> day of February, 1995.



\_\_\_\_\_  
DARYL B. CRAMER, Incorporator

2459X/5

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

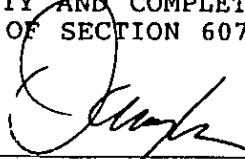
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT W.C.H., INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE  
LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES  
AT 625 NORTH FLAGLER DRIVE, 9TH FLOOR, WEST PALM BEACH, FLORIDA  
33401 HAS NAMED DARYL B. CRAMER, ESQ. LOCATED AT 625 NORTH FLAGLER  
DRIVE, 9TH FLOOR, WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
DARYL B. CRAMER, ESQ.  
Incorporator

2/3/91  
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE  
OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.325, FLORIDA  
STATUTES.

  
DARYL B. CRAMER, ESQ.,  
Registered Agent

2/3/91  
(Date)

FILED  
1995 FEB - 7 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA