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Buchanan Ingersoll
PROFESSIONAL CORPORATION

16217

Dennis J. Eisinger
305-933-5607

Attorneys

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February 24, 1995

Division of Corporations
Bureau of Corporate Records
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: Articles of Incorporation
WPB Holdings, Inc.

Gentlemen:

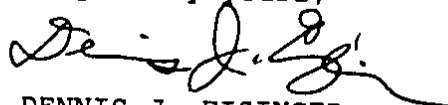
Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check in the amount of \$122.50, made payable to the Secretary of State. This payment is broken down as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>

TOTAL: \$122.50

Please return the certified copy of the Articles to the attention of the undersigned in the self-addressed stamped envelope enclosed for your convenience. Thank you in advance for your prompt attention to this matter.

Very truly yours,



DENNIS J. EISINGER
For the Firm

Encs.
DJE:as

MIAI; Eisinger, Dennis; 74811

MX
2-28-95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WPB HOLDINGS, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be: WPB HOLDINGS, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence on the date of the filing of these Articles of Incorporation.

**ARTICLE III
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**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 at the price at which it is offered to others.

**ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS**

The principal place of business of this corporation is: 19495 Biscayne Boulevard, Suite 606, Aventura, Florida 33180.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 19495 Biscayne Boulevard, Suite 606, Aventura, Florida 33180 and the name of the initial registered agent is Dennis J. Eisinger.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name of the directors are:

DENNIS J. EISINGER
GARY S. PHILLIPS

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Dennis J. Eisinger.

ARTICLE X
BY-LAWS

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

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of February, 1995.

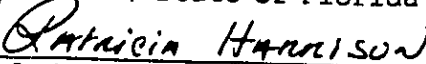

Dennis J. Eisinger, Sole Incorporator

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared DENNIS J. EISINGER, personally known to me ~~or has produced~~ _____ as identification, to be the person who, as Sole Incorporator, executed the foregoing Articles of Incorporation of WPB HOLDINGS, INC., who did ____ or did not ☒ take an oath, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State aforesaid, this 24th day of February, 1995.



Notary Public, State of Florida


Name of Notary (Please Print)

My commission expires:

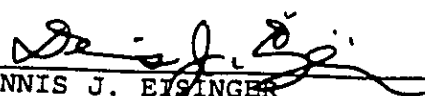


ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS ____ DAY OF _____, 1995.

BY:


DENNIS J. EISINGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA