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LAW OFFICES
KIND, ROSENTHAL, MOPSICK & RETAMAR
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
BOCA BANK CORPORATE CENTER - SUITE 203
7000 WEST PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33433

EDWARD L. KIND, P.A.
JEFFREY H. ROSENTHAL, P.A.
MICHAEL D. MOPSICK, P.A.
RICHARD E. RETAMAR, P.A.

* ADMITTED IN FL & NJ

TELEPHONE (407) 394-5555
(407) 367-9505
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March 15, 1995

**Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32399**

RE: WD DERRY INVESTORS, INC.

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-03/16/95--01100--013
***122.50 ***122.50

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above named corporation.

In addition, a check in the sum of One Hundred Twenty-Two and 50/100's (\$122.50) Dollars is enclosed which represents the cost of filing same.

Please file the original of the enclosed Articles of Incorporation and return the two (2) certified copies to the undersigned in the enclosed self-addressed envelope.

Should you have any questions, please do not hesitate to contact my office.

Your prompt attention to this matter would be appreciated.

Very truly yours,


JEFFREY H. ROSENTHAL
enc.

789,509 6/15/671
1095-6004

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95 APR -4 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

WD DERBY INVESTORS, INC.

ARTICLES OF INCORPORATION

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is **WD DERBY INVESTORS, INC.**

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

(1) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate,

encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers and privileges, and immunities of individual owners or holders thereof.

(2) To hire and employ agents, servants and employees, and to enter into

agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(3) To promote or aid in any manner, financially or otherwise, any person, firm, associate or corporation, and to guarantee contracts and other obligations.

(4) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(5) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in the Florida Corporation Act, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

(6) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act and engage in any other business or trade which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

(7) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar.

ARTICLE V

The street address of the initial principal office of the corporation is **7000 West Palmetto Park Road, Suite 203, Boca Raton, FL 33433**. The name of its initial registered agent is **JEFFREY H. ROSENTHAL**, located at **7000 West Palmetto Park Road, Suite 203, Boca Raton, Florida 33433**.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is not less than one (1). The name and address of the person who is to serve as a member of the initial Board of Directors is:


**JEFFREY H. ROSENTHAL
7000 West Palmetto Park Road
Suite 203
Boca Raton, FL 33433**

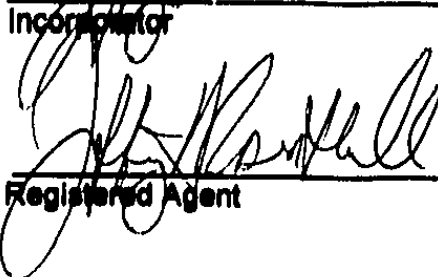
ARTICLE VII

The name and address of the incorporator is:

**JEFFREY H. ROSENTHAL
7000 West Palmetto Park Road
Suite 203
Boca Raton, Florida 33433**

EXECUTED by the undersigned at Boca Raton, Palm Beach County,
Florida this 14th day of March, 1995.



Incorporator


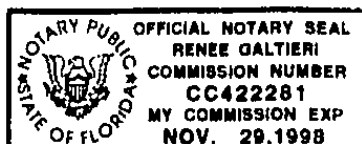
Registered Agent

The foregoing instrument was acknowledged before me this 15th
day of March, 1995 by Jeffrey H. Rosenthal, who is personally known to me
and who did not take an oath.



Notary Public
State of Florida at Large

My Commission Expires:



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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 **WD DERBY INVESTORS, INC.**
2. The name and address of the registered agent and office is:

JEFFREY H. ROSENTHAL
~~Kind, Rosenthal, Mepelch & Rotamar~~
7000 W. Palmetto Park Road
Suite 203
Boca Raton, Florida 33433

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 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.



JEFFREY H. ROSENTHAL
Registered Agent

4/3/95.

DATE