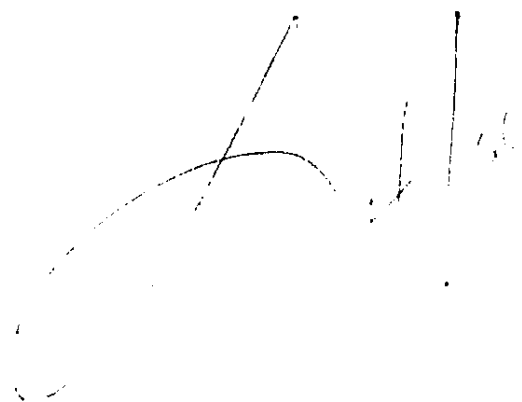


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P95000030938

4/19/95
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
ELECTRONIC FILING SYSTEM
FROM: LEVINE & PARTNERS, P.A.
1110 BRICKELL AVE
7TH FLOOR, ATTN. LIZ
MIAMI FL 33131-0000 33408-
CONTACT: LIZ BREIER
PHONE: (305) 372-1350
FAX: (305) 372-1352
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

((H95000004425)))
NAME: W HOLDING CORP.
FAX AUDIT NUMBER: H95000004425
DATE REQUESTED: 04/19/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$78.75
CURRENT STATUS: REQUESTED
TIME REQUESTED: 17:01:35
CERTIFICATE OF STATUS: 1
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 074677001117
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
((H95000004425)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND (CR):
Alt-Z FOR HELP VT102 * FDX * 2400 E71 * LOG CLOSED * PRINT OFF *

FILED
95 APR 20 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FA#: H95-000004425

ARTICLES OF INCORPORATION OF
W HOLDING CORP.

FILED
95 APR 20 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is W HOLDING CORP.

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: 1110 Brickell Avenue, 7th Floor, Miami, FL 33131.

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: 1110 Brickell Avenue, 7th Floor, Miami, FL 33131.

Alan W. Levine, Esq.
LEVINE & PARTNERS, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number 866822

FA#: H95-000004425

FA#: H95-000004425

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, FL 33131, and the name of the initial Registered Agent of this Corporation at that address is Alan W. Levine, Esq.

ARTICLE VIII
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Alan W. Levine, Esq.	1110 Brickell Avenue 7th Floor Miami, FL 33131

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.


ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

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FA#: H95-000004425

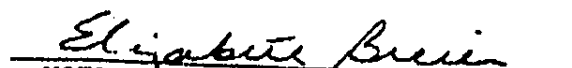
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of April, 1995.


ALAN W. LEVINE, ESQ.

STATE OF FLORIDA :
COUNTY OF DADE : SS:
:

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, ALAN W. LEVINE, ESQ., who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 19th day of April, 1995.


NOTARY PUBLIC, State of Florida
at Large
ELIZABETH BREIER

My Commission Expires:

Notary Public, State of Florida
My Commission Expires Aug. 24, 1995
Bounded This Tray Falls - Notarized Inc.

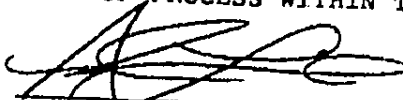
FA#: H95-000004425

PA#: H95-000004425

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT W HOLDING CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN W. LEVINE, ESQ.,
LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FL 33131, ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.



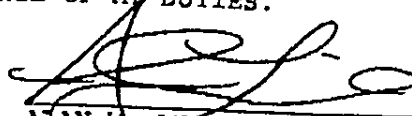
ALAN W. LEVINE, ESQ.

INCORPORATOR

TITLE

APRIL 19, 1995
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



ALAN W. LEVINE, ESQ.

FILED
95 APR 20 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA#: H95-000004425

P 95 0000 30938

FILINGS INC TERESA ROMAN

(Requester's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

05 107 23 00 00

1 000

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. W. Hocking Corp
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

* Walk in * Pick up time 2:00

Certified Copy

Mail out

Will wait

Photocopy

* Certificate of Status

NEW FILINGS
Profit
Loss Profit
Change of Entity
Restoration
Other

AMENDMENTS
Amendment
Resignation of R.A. Officer/Director
<input checked="" type="checkbox"/> Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Change of Name
Change of Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

N HENDRICKS NOV 28 1995

Examiner's Initials

Florida Department of State, Jim Smith, 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 Florida 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: W Holding Corp.

1b. The mailing address of the corporation is: 5000 Oakes Road #F
Fort Lauderdale, FL 33314

1c. Date of incorporation: 4-20-95 Document number: P95000030938

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

Levine, Alan W.

1110 Brickell Avenue 7th Floor

Miami, FL 33131

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

Narc J. Gottlieb

NationsBank Tower Suite 2020

One Financial Plaza

Fort Lauderdale, FL 33394-0006

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.

Larry Martin
(Signature of an officer, chairman or
vice chairman of the board)

Larry Martin, Vice Chairman
(Printed or typed name and title)

11/23/95
(Date)

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.

John Smith
(Signature of Registered Agent)

11/21/95
(Date)