

**P95000036027**

MARTIN E. PONS

ATTORNEY AT LAW

1517 ALFRED I. DUPONT BUILDING  
100 EAST FLAGLER STREET  
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-05/03/95-01131--016  
\*\*\*122.50 \*\*\*122.50

May 1, 1995

Florida Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: WCR Centor, Inc.

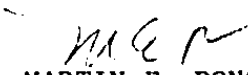
To whom it may concern:

Enclosed please find Articles of Incorporation as to the above named corporation.

I am also enclosing check in the amount of \$122.50 representing your filing fee. Please return the Certificate of Incorporation to the undersigned.

If you have any questions in this regard, please do not hesitate to contact me.

Sincerely yours,

  
MARTIN E. PONS

MEP:an  
Enclosures

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ARTICLES OF INCORPORATION  
OF

WCR CENTER, INC.

ARTICLE I - NAME

The name of this corporation is WCR CENTER, INC.,  
with its principal office at 169 East Flagler Street,  
Suite 1517, Miami, Florida 33131.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless  
dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of  
transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue seven thousand  
five hundred (7,500) 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 (as nearly as may be done without  
issuance of transactional shares) at the price at which it is  
offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 169 East Flagler Street, Suite 1517, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is MARTIN E. PONS.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation is as follows:

ARMANDO PEDROSO, JR.  
169 East Flagler Street  
Suite 1517  
Miami, Florida 33131

ARMANDO PEDROSO  
169 East Flagler Street  
Suite 1517  
Miami, Florida 33131

#### ARTICLE VIII - INCORPORATION

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

ARMANDO PEDROSO, JR.  
169 East Flagler Street  
Suite 1517  
Miami, Florida 33131

#### ARTICLE IX - BYLAWS

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

#### ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of no less than one tenth of all the shares entitled to vote at the meeting.

**ARTICLE XI - SHAREHOLDER QUORUM AND VOTING**

The majority of the shares entitled to vote, represented by person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII - APPROVAL OF  
SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - INDEMNIFICATION**

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

**ARTICLE XIV - AMENDMENT**

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.

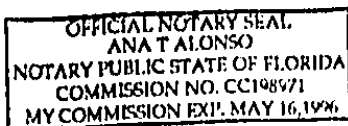
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 28 day, of

April, 1995.

  
ARMANDO PEDROSO, JR.

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me  
this 28 day of April, 1995, by ARMANDO PEDROSO, JR.,  
who produced Passport as identification.



  
SIGNATURE OF PERSON  
TAKING ACKNOWLEDGMENT

Ana T. Alonso  
NAME OF ACKNOWLEDGER TYPED,  
PRINTED OR STAMPED

I, the undersigned, having been named as initial  
Registered Agent of the corporation in the foregoing Articles  
of Incorporation hereby accept said office and will serve in  
said capacity.

  
MARTIN E. PONS  
Registered Agent