

LAW OFFICES  
SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.  
545 W. BOCA RATON BOULEVARD  
BOCA RATON, FL 33432-4708

EDWARD R. COHEN  
GREGORY M. KOTLER  
PAUL A. GOLD (RETIRED)  
MICHAEL J. KOTLER  
ALLAN M. SCHWARTZ  
DONALD M. ZAKARIN

NEW YORK OFFICE  
1120 NORTHE DR. DRVD  
MANHATTEN NEW YORK 10030

BOCA RATON (407) 361 0600  
WEST PALM BEACH (407) 844 4090  
FT. LAUDERDALE (305) 922-0930  
FAX (407) 361 0770

ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND NEW YORK  
ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND PENNSYLVANIA

P95000038600  
May 10, 1995

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

4081000141377241  
05/15/95-010005-011  
\*\*\*122.50 \*\*\*122.50

RE: Wil-Nor Sales, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for Wil-Nor Sales, Inc. Also enclosed is a check in the sum of \$122.50, in payment of the following costs:

Filing Fee:	\$35.00
Certified Copy:	52.50
Certificate of Registered Agent:	35.00
	<u>\$122.50</u>
	=====

Kindly file the Articles of Incorporation and return a conformed copy to the undersigned.

Very truly yours,

SCHWARTZ, GOLD, COHEN & ZAKARIN

By: Denise C. Conolly  
Denise C. Conolly,  
Legal Assistant

/dcc  
Enclosures

B. REGISTER MAY 16 1995

FILED  
95 MAY 15 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**  
95 MAY 15 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WIL-NOR SALES, INC.

ARTICLE I  
NAME

The name of this corporation is WIL-NOR SALES, INC.

ARTICLE II  
PURPOSE

This corporation is organized for the following purposes:

1. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III  
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV  
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 54 S.W. Boca Raton Boulevard, Boca Raton, Florida 33432-4708, and the name of the initial registered agent of this corporation at that address is SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

WILLA HOLTZER  
14915 Sunnyview Lane  
Delray Beach, Florida 33484

ARTICLE VII  
RESTRICTIONS ON TRANSFER OF STOCK

No common stock shall be sold or otherwise transferred by any stockholder to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

The price and terms of which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE VIII  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX  
INCORPORATOR

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

WILLA HOLTZER  
14915 Sunnyview Lane  
Delray Beach, Florida 33484

IN WITNESS WHEREOF, the undersigned subscriber has  
executed these Articles of Incorporation this 30<sup>th</sup> day of April,  
1995.

Willa Holtzer  
WILLA HOLTZER

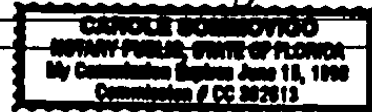
STATE OF FLORIDA )  
COUNTY OF Palm Beach ) ss.

The foregoing instrument was acknowledged before me this  
30 day of April, 1995, by WILLA HOLTZER, who is personally  
known to me or who has produced \_\_\_\_\_ as  
identification and who did take an oath.

(Notarial Seal)

My Commission Expires:

Carole Somerville  
Notary Public, State of Florida  
Print Name: \_\_\_\_\_  
Serial No.: \_\_\_\_\_



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

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First--That WIL-NOR SALES, INC., desiring to organize under  
the laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation at the City of Delray  
Beach, County of Palm Beach, State of Florida has named SCHWARTZ,  
GOLD, COHEN, ZAKARIN & KOTLER, P.A., located at 54 S.W. Boca  
Raton Boulevard, Boca Raton, Florida 33432-4708, as its agent to  
accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the  
above-stated corporation, at place designated in this  
certificate, I hereby accept to act in this capacity, and agree  
to comply with the provision of said Act relative to keeping open  
said office.

SCHWARTZ, GOLD, COHEN, ZAKARIN &  
KOTLER, P.A.  
(Registered Agent)

BY:   
GREGG H. GLICKSTEIN

FILED  
95 MAY 15 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA