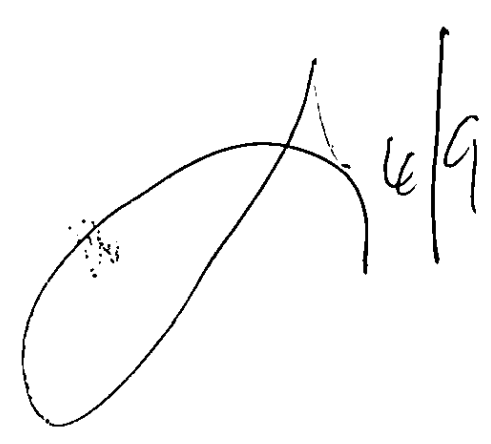


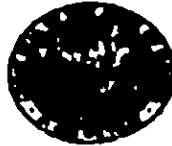
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S 10:19 AM PUBLIC ACCESS SYSTEM
(((H95000006410))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- -0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 641-3770
(((H95000006410))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WILTON MANORRS HOLDI, CORP
FAX AUDIT NUMBER: H93000006410 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/08/1995 TIME REQUESTED: 10:19:04
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 9, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: WILTON MANOR HOLDINGS, CORP.
"WILTON MANORS HOLDINGS, CORP."
REF: W95000011754

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000006410
Letter Number: 995A00028410

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
WILTON MANORS HOLDINGS, CORP.**

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95 JUN -9 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: **WILTON MANORS HOLDINGS, CORP.**

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value.

Prepared by:
Carlos C. Lopez-Aguilar, Esq.
Florida Bar No. 206393
1040 N.W. 1st Street
Miami, FL 33130
Phone (305) 545 7668

LAW OFFICES

CARLOS C. LOPEZ-AGUIAR, P.A. - CANTERLOP BUILDING - 1040 N.W. FIRST STREET MIAMI, FLORIDA 33130
TELEPHONE (305) 545-7668 - FACSIMILE (305) 545-7668

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All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS AND NO/100 (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: 1040 S.W. 1st Street, Miami, Florida 33130. The Board of Directors may from time to time move the principal office to any other address in the State of

Florida. The Registered address of the corporation is 1036 S. W. First Street, Miami, Florida 33130.

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than six directors. A quorum for the holding of a meeting which shall be properly done by the Directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the slate of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Carlos C. Lopez-Aguilar	President-Secretary Director	1040 S.W. 1st Street Miami, Fl 33130

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ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Carlos C. Lopez-Aguilar	1040 U.W. 1st Street Miami, Fl 33130	100

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
this day of June, 1995.



CARLOS C. LOPEZ-AGUIAR

(SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, personally appeared Carlos C. Lopez-Aguilar, to me known to be the person described in and who

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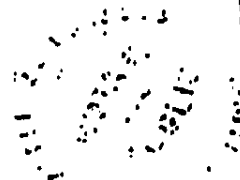
executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at City of Miami, County of Dade, State of Florida, this 7th day of June, 1995.


NOTARY PUBLIC, STATE OF
FLORIDA at Large

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES SEPTEMBER 04, 1995
POWERED THEN REAPPROVED COMING AGENCY



H95000064 10

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

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

That, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Miami, County of DADE, State of FLORIDA, has named FLORIDA ANNUAL REPORT SERVICE, INC., a Florida corporation located at 1036 Southwest First Street, Miami, Florida 33130, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

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

FLORIDA ANNUAL REPORT SERVICE INC.


ARIDA CARTERA LOPEZ
PRESIDENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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