

McGEE, GAINES & HUSKEY, P.A.

INTERNATIONAL BUILDING  
PENTHOUSE WEST  
2465 EAST SUNSHINE BOULEVARD  
PORT LAUDERDALE, FLORIDA 33304

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June 5, 1995

Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100001510861  
-06/12/95--01040--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of W.C.H. Enterprises, Inc.

Ladies and Gentlemen:

Please find enclosed an original and a photocopy of the Articles of Incorporation to form the above-named corporation. The designation of the Registered Agent for the corporation is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles.

Also, please find enclosed a check in the amount of \$122.50 for the following items:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	\$ 35.00
Certification Fee - Articles of Incorporation	52.50
<b>TOTAL</b>	<b>\$122.50</b>

If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified photocopy to me.

WJH

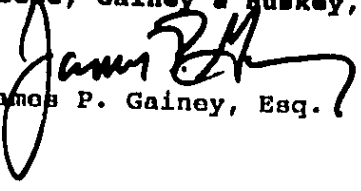
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I appreciate your assistance in this matter.

Sincerely yours,

McGee, Gainey & Huskey, P.A.

  
James P. Gainey, Esq.

Enclosures:

JPG/amw

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**ARTICLES OF INCORPORATION OF  
W.C.H. Enterprises, Inc.  
A FLORIDA CORPORATION**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is W.C.H. Enterprises, Inc..

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation has not yet been established. The current mailing address of the Corporation is 295 W. McNab Road, Apt. #7, Pompano Beach, Florida, 33060.

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 500 shares of common stock, One Dollar(s) (\$1.00) par value per share.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
<u>James P. Gainey, Esq.</u>	<u>McGee, Gainey &amp; Huskey, P.A.,</u> <u>International Building</u> <u>2455 East Sunrise Boulevard,</u> <u>Penthouse West</u> <u>Fort Lauderdale, Florida 33304</u>

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have initially two directors to hold offices until the first annual meeting of shareholders and until his/her successor shall have been elected and qualified, or until his/her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
<u>David Henchy, President, Secretary</u>	<u>Netherlands Office,</u> <u>Mignoten de Blockpoen 66</u> <u>Eindhoven,</u> <u>The Netherlands 611 cq</u>
<u>Robert Henchy, Vice-President,</u> <u>Treasurer</u>	<u>295 West McNab Road, Apt. 7</u> <u>Pompano Beach, Florida 33060</u>

#### ARTICLE VII

##### INCORPORATOR(S)

The name and address of the person(s) signing these Articles are:

<u>Name</u>	<u>Address</u>
<u>Robert Henchy</u>	<u>295 W. McNab Road, Apt. #7</u> <u>Pompano Beach, Florida 33060</u>

#### ARTICLE VIII

##### TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE IX

##### INDEMNIFICATION

Every Director and every officer of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or to which he may become involved, or any appeal therein, by reason of his being or having been a Director or

Officer of this corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder in the case of an action or suit by or in the right of the corporation, such person shall be indemnified only to the extent of his expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement thereof and not for any judgments, fines or amounts paid in settlement.

#### AMENDMENTS

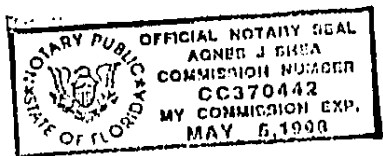
The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6<sup>th</sup> day of JUNE, 1995

  
Robert Henchy  
INCORPORATOR

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this  
6th day of June, 1995, by Robert Henchy  
who is personally known to me or who has produced U.S. Passport  
as identification and who did (did not) take an oath.



Agnes J. Shea  
Name: Agnes J. Shea  
Notary Public  
Serial No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial registered agent of W.C.H. Enterprises, Inc., simultaneously with my being designated, as made in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Date:

6/5/95

James P. Gainey, Esq.

*James P. Gainey, Esq.*

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