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DALID S BOWMAN HA

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HARRIS O CHETNE

MICHAEL E HILL

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MOTER T DALTERNO

RELLY BRENTON MLANTE

CARY L MUDOLE DA

ANTHONY F SANCHET

ROBERT S SINCER

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JF COUNSEL FRANK D HALL BURTON HARRISON

PLEASE REPLY TO Miami July 27, 1995

FOURTEENTH FLOOR BOI MRICHELL AVENUE
MIAME, FLORIDA 33:34:2900
TELEPHONE (305:377 6700
TELECOPIER (305:37) 670

POST OFFICE BOX III 89 PART SOUTH ADAMS STREET SUITE PSO TALLAMASSEE FLORIDA 32302-3189 TELECOPIER (904) 227 3494

BANNETT BANK PLAZA 12** FLOOR ONE EAST BROWARD BOULEVARD LAUDERDALE, FLORIDA 33301 (806 TLLEPHONE (305) 522 670 TELECOPIER (305) 522 671

500 FLEMING STREET REY WEST, FLORIDA 33040-1800 TELEMIONE (305) 282 1776 TELECOPER (305) 292 1982

2801 PONCE DE LEON SUITE 707 COMAL GABLES FLORIDA 33/34-6994 *TELEPHONE (30%) 445-7577 *TELECOPIER (30%) 446-9944

400001549584 -07/31/95--01066--011 ****122.50 ****122.50

> ALC: SE . E 70

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

RE: Network WC Brokers, Inc.

Gentlewen:

Enclosed herewith please find original Articles of Incorporation for the above referenced corporation along with money order 894912113 in the amount of \$122.50 representing the filing fee for same.

Please forward a stamped in copy of the Articles in the enclosed, self-addressed, stamped envelope provided for your convenience.

Should you have any questions, please do not hesitate to contact the undersigned at the above Miami number.

Very bruly yours,

Anthony F. Sinchez

AFS/gv

Enclosures

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ARTICLES OF INCORPORATION

ST 21 TO 11.57

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation act, hereby adopts the following Articles of Incorporation.

ARTICLE I: The name of this corporation is:

NETWORK WC BROKERS, INC.

ARTICLE II: The principal office and mailing address of the corporation shall be: 3818 Jog Road, Green Acres FL 33467.

ARTICLE III: The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV: The corporation is authorized to issue 300 shares of common stock, par value \$1.00 per share.

ARTICLE V: The name of the initial registered agent, and the street address of the initial registered office, of the corporation are: Randall F. Bogani, 3818 Jog Road, "Green Acres, FL 33467.

ARTICLE VI: The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation. The name and raddress of the initial director of the corporation is: Richard J. Bogani, 3818 Jog Road, Green Acres, FL33467.

ARTICLE VII: The name and address of the Incorporator of the corporation is: Richard J. Bogani, 3818 Jog Road, Green acres, FL 33467.

ARTICLE III: The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14 day of July _______, 1995.

Richard J. Bogani, Incorporator

A ACORPORATIVARTICLES I

STATE OF FLORIDA COUNTY OF FACTOR !! "

Before me, a notary public authorized to take acknowledgements in the State and County above, personally appeared Richard J. Bogani, known to me or who produced driver's license No. 182507506/310, 182. as identification or did take an oath. In witness whereot, I have hereunto set my hand and affixed my official seal in the Sate and County aforesaid, this 25 day of ________

My Commission Expires: 6/32/97

NOTARY PUBLIC MOTARY Bonded in Service Ins

6/22/98

STATE C.: FLORIDA AT LARGE

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

Randall F. Bogani

A (CORPORAT) ARTICLES I