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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: WEE COMPANY CORPORATION
201 N. WALTON ST
CHRISTIAN CENTER THREE
WILMINGTON, DE 19804

FAX: (904) 575-4000

CONTACT: KIMBERLY ANDRUS
PHONE: (302) 575-0440
FAX: (302) 575-1346

((H96000000970))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: WAVE SALES & MARKETING INC.

FAX AUDIT NUMBER: H96000000970

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/19/1996

TIME REQUESTED: 13:48:08

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CERTIFICATE OF STATUS: 0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 JAN 19 PM 2:58

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**ARTICLES OF INCORPORATION
OF
WAVE SALES & MARKETING INC.**

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be WAVE SALES & MARKETING INC.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 1027 Edmiston Place, Longwood FL 32779.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares of \$1.00 par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Michael R. Palmer 1027 Edmiston Place, Longwood FL 32779
Ray Palmer 2600 Maitland Center Parkway Suite 162, Maitland FL 32751

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 18th day of January, 1996.

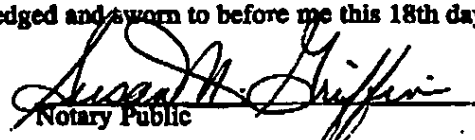


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 18th day of January, 1996 by Bonnie J. Bennett

NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years


Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

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

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this WAVE SALES & MARKETING INC. desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of Longwood, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation, at
the place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


Larry Wolfe

January 18, 1996

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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