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WASHINGTON, DC

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WRITTEN'S DIRECT NO.

December 8, 1995

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

Re: Articles of Incorporation of  
WHW Enterprises, Corp.

90000011890089  
-01/26/96--01050--004  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Division of Corporations:

Please find the enclosed filing fees in the amount of \$122.50, along with the original copy of the Articles of Incorporation for WHW Enterprises, Corp. Please file them on January 1, 1996, and not before.

Please return a certified copy of the Articles along with the document number.

Thank you for your assistance.

Sincerely yours,

  
Raj Agarwal, Esquire

RKA:br  
Enclosure

*Please return the filed articles to:*

*P.O. Box 11071  
TALLAHASSEE, FL 32302*

FILED  
96 JAN 26 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*SAB  
1/30/96*

**ARTICLES OF INCORPORATION**

**OF**

**WHW ENTERPRISES, CORP.**

**FILED**

96 JAN 26 AM 9:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is WHW Enterprises, Corp.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any business permitted under the laws of Florida.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV - VOTING RIGHTS**

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 Shares.

**ARTICLE V - TERM**

This corporation shall commence its existence upon filing and exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

#### ARTICLE VII - INITIAL PRINCIPAL OFFICE & AGENT

The street address of the initial principal office of this corporation is P.O. Box 398705, Miami Beach, Florida 33239, and the name of the initial registered agent of this corporation is Agarwal & Agarwal, P.A., whose address is 930 Washington Avenue, #260, Miami Beach, Florida 33139.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders.

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is John Weidmann, P.O. Box 398705, Miami Beach, Florida 33239.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

#### ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting to the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

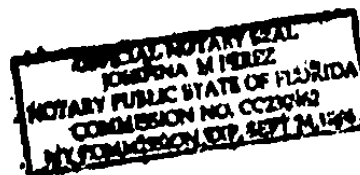
The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of January, 1996.



SUBSCRIBER

Josefina M. Perez-Cofino  
Notary Public  
State of Florida



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

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

That WHW Enterprises, Corp. 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 Miami Beach, County of Dade, State of Florida, has named Josefina Perez, located at 930 Washington Avenue, #206, City of Miami Beach, County of Dade, State of Florida 33139, as its agent to accept service of process with the state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above corporation, at 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.

  
\_\_\_\_\_  
Josefina Perez  
RESIDENT AGENT

**FILED**  
96 JAN 26 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA