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May 17, 1996

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Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation of W & H Marketing, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 which represents the filing fee and the issuance of a certified copy of the Articles of Incorporation.

Thank you for your anticipated cooperation in this matter.

Very truly yours,

William P. Heath III

WILLIAM P. HEATH, III

JUN 4 1996: BSB

RECEIVED
TALLAHASSEE, FLORIDA
JUN 29 PM 5:06
FILED

WPH/sav
Enclosures

PLEASE SEND ALL DOCUMENTS TO MY HOME ADDRESS:

WILLIAM P. HEATH, III
511 BAYSHORE DRIVE, PH 10
FT. LAUDERDALE, FLORIDA 33304

ARTICLES OF INCORPORATION
OF
W & H MARKETING, INC.

RECORDED
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ARTICLE I. CORPORATE NAME.

The name of this Corporation is: W & H MARKETING, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Twelve Hundred (1,200) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. INITIAL PRINCIPAL OFFICE.

The initial principal office of this Corporation in the State of Florida shall be: 511 Bayshore Dr., PH-10, Fort Lauderdale, FL 33304.

The Board of Directors from time to time may move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within the United States.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The

number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

William P. Heath, III
511 Bayshore Drive, PH-10
Fort Lauderdale, FL 33304

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

William P. Heath, III
511 Bayshore Drive, PH-10
Fort Lauderdale, FL 33304

ARTICLE IX. AMENDMENT.

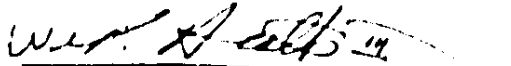
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. REGISTERED AGENT.

The name and address of the initial Registered Agent of the corporation who shall accept the service of process within this State on behalf of the Corporation is:

William P. Heath, III
511 Bayshore Drive, PM-10
Fort Lauderdale, FL 33304

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 18th day of May, 1996.



William P. Heath, III
Incorporator

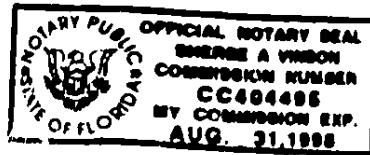
STATE OF FLORIDA)
) :SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 18th day of May, 1996 by William P. Heath, III, who is personally known to me or who has produced his Florida Driver's License as identification and who did take an oath.

My Commission Expires
Seal
Serial No.



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**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

THAT W & H MARKETING, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 511 Bayshore Drive Fort Lauderdale, FL 33304, at Broward County, State of Florida, has named William P. Heath, III of 511 Bayshore Drive, PM-10, Fort Lauderdale, FL 33304, Broward County, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


REGISTERED AGENT

MILLER
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