

Cynthia W. Curry
19301 W. St. Andrews Drive
Miami, Florida 33015

P960000 81423

September 1, 1996

Director
Florida Department of State
Corporate Record
P.O. Box 6327
Tallahassee, Florida 32314:

700001960387
-10/01/96--01025--002
****122.50 ****122.50

Office Use Only

Re: CWC Associates

Dear Sir:

Please find attached the Articles of Incorporation for CWC & Associates. I would appreciate your prompt response.

Sincerely,

Cynthia W. Curry
Cynthia W. Curry

CWC:sg

Attachment

~~10-2-96~~

DMC
10-2-96

FILED
96 OCT -2 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1996

CYNTHIA W. CURRY
19301 W ST. ANDREWS DRIVE
MIAMI, FL 33015

SUBJECT: CWC & ASSOCIATES, INC.
Ref. Number: W96000019146

We have received your document for CWC & ASSOCIATES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 896A00042354

ARTICLES OF INCORPORATION
OF
CWC & ASSOCIATES, INC.

FILED
95 OCT -2 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporated/subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I. Name

The name of the corporation shall be CWC & Associates, Inc. The principal place of business and the mailing address of this corporation shall be 19301 West St. Andrews Drive., Miami, FL 33015.

Article II. Term of Existence

This corporation shall have perpetual existence and shall be deemed to have commenced its corporate existence on the date of the filing of these Articles of Incorporation.

Article III. Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV. Capital Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

Article V. Preemptive Rights

The corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

Article VI. Indemnification

The corporation shall indemnify each officer and director, including former officers and directors to the full extent allowed by law.

Article VII. Registered Agent

The street address on the initial registered agent of the corporation shall be Sherman & Fischman, P.A., 3050 Biscayne Boulevard, Suite 600, Miami, Florida 33137 and the name of the initial registered agent of the corporation at that address is Frank Harvey, Esq.

Article VIII. Directors

The number of initial directors shall be one (1), and the name and address of the director is: Cynthia Williams Curry 19301 West St. Andrews Drive, Miami, Florida 33015.

Article IX. Incorporator/Subscriber

The name and street address of the incorporator/subscriber to these Articles of Incorporation is: Cynthia Williams Curry 19301 West St. Andrews Drive, Miami, Florida 33015.

Article X. Powers

The corporation shall have the following powers:

- a. To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation;
- b. To sue and be sued, complain and defend in its corporate in all actions or proceedings;
- c. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced;

d. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherein situated;

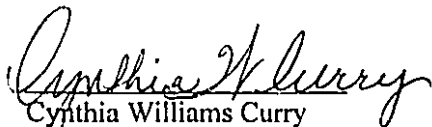
e. To sell, convey, mortgage, pledge, create a security in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

f. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

g. To be promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise;

h. To have and exercise all powers necessary or convenient to effect its purposes.

The undersigned has executed these Articles of Incorporation this 15th day of September 1996.


Cynthia Williams Curry

STATE OF FLORIDA :
 : SS
COUNTY OF DADE :

BEFORE me the undersigned authority personally appeared Cynthia W. Curry who swears and deposes that she has read the foregoing and that the same are true and correct to the best of her knowledge and belief.

SWORN TO AND SUBSCRIBED before me this 1st day of September, 1996, by
Cynthia W. Curry.

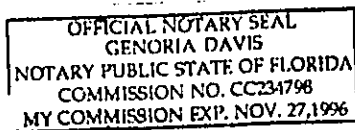
 who is personally known to me

_____ who produced identification _____
1 type of identification

Denise Davis
NOTARY PUBLIC
State of Florida at Large

GENOKIA Davis
Print, type or stamp name
of notary public

My Commission Expires:



FILED

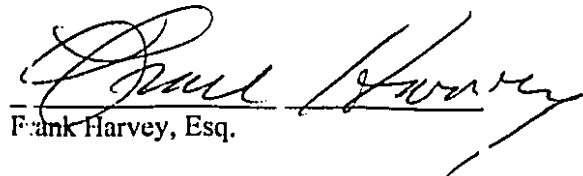
96 OCT -2 AM 10:44

SECRET
TALLAHASSEE, FLORIDA

ACCEPTANCE BY RESIDENT AGENT

In compliance with Section 48.091, Florida Statutes, CWC & Associates, Inc. with its principal office at 19301 West St. Andrews Drive, Miami, Florida 33015, has named Frank Harvey, Esq. as its agent to accept process within the State.

ACKNOWLEDGEMENT: Having been named Resident Agent and designated as the person authorized to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment and act in said capacity, and agree to comply with the provisions of said Act relative to keeping said office open.


Frank Harvey, Esq.