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PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 136773 9040A

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 70.00

ORDER DATE : October 29, 1996

ORDER TIME : 9:42 AM

ORDER NO. : 136773-005

CUSTOMER NO: 9040A

000001990610--6

CUSTOMER: Peter A. Rose, Esq
ROSE & ROSE

Suite 200
2101 North Andrews Avenue
Ft. Lauderdale, FL 33311

DOMESTIC FILING

NAME: WM PROPERTIES OF SOUTH FLORIDA
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington
EXAMINER'S INITIALS:

FILED
96 OCT 30 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 30 AM 11:05
DIVISION OF CORPORATION

10-30-96
KR

FILED
95 OCT 30 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WM PROPERTIES OF SOUTH FLORIDA INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WM PROPERTIES OF SOUTH FLORIDA INC.

The address of the principal office of this corporation shall be 1800 North Dixie Highway, Hollywood, Florida 33020, and the mailing address of the corporation shall be the same.

ARTICLE II. 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2101 North Andrews Avenue, Suite 200, Ft. Lauderdale, Florida 33311, and the name of the initial registered agents of the corporation at that address is Peter A. Rose, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on October 30, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

GLS/thw

WM PROPERTIES OF SOUTH FLORIDA INC.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

ROSE & ROSE, P.A.
2101 N. ANDREWS AVENUE
SUITE 200
FT. LAUDERDALE, FL 33311
(954)561-5000



PETER A. ROSE, ESQ.

DATE OCTOBER 30, 1996

FILED
96 OCT 30 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA