

P96000094563

11-13-96 Miami

Silverman & Bickel, P.A.

155 Madison Ave

Coral Gables, FL 33146

667-4158

VALIDATION ONLY

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-11/14/96--01026--024
****122.50 ****122.50

CORPORATION(S) NAME

W/C Systems, Inc.

FILED
96 NOV 19 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

503

CERTIFIED COPY

[Handwritten signature]



RECEIVED

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

96 NOV 19 AM 9:30
DIVISION OF CORPORATION

November 14, 1996

EMPIRE

MIAMI, FL

SUBJECT: W/C SYSTEMS, INC.
Ref. Number: W96000024152

We have received your document for W/C SYSTEMS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 696A00051982

ARTICLES OF INCORPORATION

OF

WORCO/ INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is WORCO/ INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - 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 price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The principal office of this corporation is at 1550 Madruga Ave., Ste 406, Coral Gables, Florida 33146. The street address of the registered office of this corporation is 1550 Madruga Ave., Ste 406, Coral Gables, Florida 33146, and the name of the registered agent of this corporation at that address is Rolando Vicens.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Rolando Vicens	1550 Madruga Ave., Ste 406 Coral Gables, FL 33146
Saul Silverman	1550 Madruga Ave., Ste 406 Coral Gables, FL 33146

ARTICLE VIII - INCORPORATOR

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

Rolando Vicens
1550 Madruga Ave., Ste 406
Coral Gables, FL 33146

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 11th day of November, 1996.

W. Vicens
Rolando Vicens

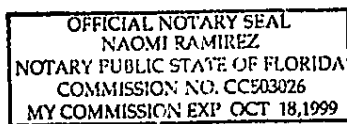
STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 11h day of November, 1996, by Rolando Vicens, ✓ personally known to me/ personal ID shown

Naomi Ramirez
Notary Public,
State of Florida

My commission expires:



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

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

THAT, WORCO/ INC. desiring to organize under the laws
of the State of Florida, with its principal offices as indicated
in the Articles of Incorporation has named Rolando Vicens at 1550
Madrugue Ave., Ste 406, Coral Gables, FL 33146, as its Agent to
accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the
above-named corporation, at the place designated in this
Certificate, I hereby accept to act in that capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office.

By: _____

Rolando Vicens
Rolando Vicens

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TALLAHASSEE, FLORIDA