

96000098042

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -4 PM 3:39

WRC, INC.
4705 N.W. 21 Court
Coconut Creek, Florida 33063

October 18, 1996

DEPARTMENT OF STATE
STATE OF FLORIDA
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32304

600001990776--9
-10/30/96--01084--003
****122.50 ****122.50

RE: WRC, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return to me one certified copy. I am enclosing our check in the following amount:

Filing Fee	\$ 35.00
Agent Fee	35.00
Certified Fee	52.50
TOTAL	\$122.50

Very truly yours,

William Cruz

789,503,671
W96-23361

D. BROWN DEC - 4 1996



FINANCIAL SERVICES, INC.

November 22, 1996

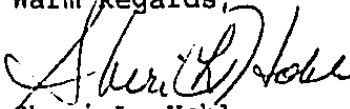
Florida Department Of State
Doris Brown
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Brown,

Enclosed is a revised set of Articles for the corporation WRC Marketing, Inc. per copy of your enclosed instructions. If you have any further questions regarding the filing of these articles please feel free to contact me at the address and phone number below.

Thank you for your assistance in this matter.

Warm regards,


Sheri L. Hoble

Sheri L. Hoble, Registered Representative of and Securities offered through
H.D. Vest Investment Securities, Inc. • 433 E. Las Colinas Blvd. • Suite 300 • Irving, TX 75039
(214) 556-1651 Member: SIPC

2108 Cypress Bend Drive South • Building 10 • 408 • Pompano Beach, FL 33069
Phone: (305) 974-4737 • Fax: (305) 974-4656



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 4, 1996

WILLIAM CRUZ
4705 NORTH WEST 21ST COURT
COCONUT CREEK, FL 33063

SUBJECT: WRC, INC.
Ref. Number: W96000023361

We have received your document for WRC, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 796A00050647

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -4 PM 3:39

ARTICLES OF INCORPORATION
OF

WRC MARKETING, INC.

The undersigned incorporator, subscribing to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is: WRC MARKETING, INC.

ARTICLE II - NATURE OF THE BUSINESS

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

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 each share having \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$100.00.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office address of the Corporation is: 4705 N.W. 21 Court, Coconut Creek, Florida 33063, the mailing address of the office is: 4705 N.W. 21 Court, Coconut Creek, FL 33063. The Board of Directors may, from time to time, move the principal office to any other location or address in the state of Florida.

ARTICLE VII - DIRECTORS

The Corporation initially shall have not less than one nor more than three Directors. The number of Directors may be increased or decreased from time to time as may be provided in the By-laws adopted by the Board of Directors of the Corporation.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and address of the initial Board of Directors and Officers who shall hold office until their successors are elected and have qualified are:

William Cruz	
4705 N.W. 21 Court	-
Coconut Creek, FL 33063	PRESIDENT

ARTICLE IX - INCORPORATOR AND INITIAL REGISTERED AGENT

The name and address of the incorporator signing these Articles of Incorporation and the amount of shares of stock held by him are as follows:

William Cruz - 100 shares
4705 N.W. 21 Court
Coconut Creek, FL 33063

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon their approval and acceptance for filing by the Secretary of State of the State of Florida.

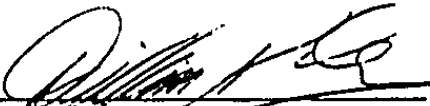
ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors of the Corporation as may be proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the shares entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII - BY-LAWS

The Corporation shall adopt a set of By-Laws to govern the business and affairs of the Corporation. Wherever the By-Laws of the Corporation differ from or conflict with the provisions of these Articles of Incorporation, the provisions of these Articles of Incorporation shall govern.

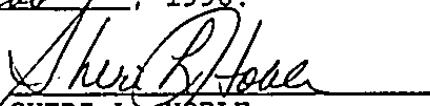
IN WITNESS WHEREOF, I have hereunto set my hand, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 22 day of NOVEMBER, 1996.


William Cruz
4705 N.W. 21 Court
Coconut Creek, FL 33063

STATE OF FLORIDA)
COUNTY OF BROWARD)ss:
)

BEFORE ME, the undersigned authority, duly authorized to administer acknowledgements in the County and State last aforesaid, this day personally appeared, WILLIAM CRUZ, to me known to be the incorporator and the person who executed these Article of Incorporation, as Incorporator and who produced his Florida driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of November, 1996.


SHERI L. HOBLE
NOTARY PUBLIC

My commission expires :



SHERI L. HOBLE
COMMISSION # CC 508863
EXPIRES DEC 15, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

SECRETARY OF STATE
DIVISION OF STATE RECORDS
95 DEC -4 PM 3:39

**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS 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: First -- WRC Marketing, Inc. desiring to organize under the laws of the State of Florida with its principal office, and indicated in the Articles of Incorporation at City of Coconut Creek, County of Broward, State of Florida has named Brandol Cruz at 4705 N.W. 21 Court, City of Coconut Creek, County of Broward, 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 stated corporation, at place designated in this certificate, I hereby accept the Act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY: 
Brandol Cruz


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My commission expires:

 **SHERI L. HOBLE**
COMMISSION # CC 506863
EXPIRES DEC 15, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.