

**GERALD WEINBERG INC.**

90 State Street  
Albany, New York 12207

Gerald Weinberg  
Lawrence A. Kirsch

Telephone (518) 463-2051  
NYS (800) 342-9856  
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P97000001552

JANUARY 6, 1997

FILED  
97 JAN -8 AM 11:57  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

000002053970--6  
-01/10/97--01058--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: W B B INTERNATIONAL ASSOCIATES, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

*Lawrence A. Kirsch*

Lawrence A. Kirsch

6 JAN 9 1997

ARTICLES OF INCORPORATION  
OF  
W B B INTERNATIONAL ASSOCIATES, INC.

Filed by:

Gavin W. Scotti, Esq.  
41 Madison Avenue  
34th Floor  
New York, New York 10010

ARTICLES OF INCORPORATION

W B B INTERNATIONAL ASSOCIATES, INC.

FILED  
97 JAN - 8 AM 11:58  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is W B B INTERNATIONAL ASSOCIATES, INC.

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

O.T. Berkman  
357 North Lake Way  
Palm Beach, Florida 33480

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

357 North Lake Way  
Palm Beach, Florida 33480

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

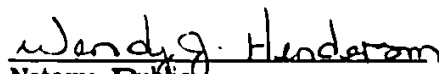
Lawrence A. Kirsch  
90 State Street  
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 6th day of January, 1997.

  
LAWRENCE A. KIRSCH

STATE OF NEW YORK)  
COUNTY OF ALBANY ) SS.:

The foregoing instrument was acknowledged and sworn to me before this  
6th day of January, 1997 by the incorporator of W B B INTERNATIONAL  
ASSOCIATES, INC.

  
Notary Public  
My Commission Expires:

WENDY J. HENDERSON  
Notary Public, State of New York  
No. 01HE5031008  
Qualified in Albany County  
Commission Expires July 25, 1998

12/27/1996 17:56

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LAW OFFICES

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: W B B International Associates, Inc.

2. The name and address of the registered agent and office is:

O. T. Berkman

(Name)

357 North Lake Way

(P.O. Box NOT acceptable)

Palm Beach, Florida 33480

(City/State/Zip)

FILED  
97 JAN 18 4:11:58  
TALLAHASSEE, FLORIDA

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE 

DATE \_\_\_\_\_

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR3801 (Rev. 6/93)