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February 7, 1997

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: WTN, Inc. of Florida


Dear Sir/Madam:

Enclosed for filing with the Florida Department of State are an original and one copy of Articles of Incorporation for the above-referenced corporation. Our check in the amount of \$70.00 as payment for the requisite filing fee, together with a self-addressed, stamped envelope are also enclosed. Please return a file stamped copy of these Articles at your earliest convenience.

Your records should reveal a New York corporation, named WTN, Inc., which is presently licensed to do business in the State of Florida. WTN, Inc. of Florida is related to WTN, Inc. (New York) and, accordingly, its principals have elected to use a similar name for their Florida corporation. Your office has confirmed, by telephone, that this is fully acceptable.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

  
Elaine M. Brizuela  
Legal Assistant

/emb  
Encl.

cc: Edward Meegan

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FEB 14 1997

**ARTICLES OF INCORPORATION**

**OF**

**WTN, INC. OF FLORIDA**

FILED  
91 FEB 10 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this corporation shall be: WTN, Inc. of Florida, 8130 S.W. 163rd Street, Miami, Florida 33157.

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

**ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V**

The initial registered office of this corporation for all service of process shall be at 3300 International Place, 100 Southeast Second Street, Miami, Florida 33131-2144, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at the above address shall be Roberto A. Torricella, Jr.

## ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

## ARTICLE VII

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President/Director: Edward J. Meegan  
350 South Ocean Blvd.  
Palm Beach, FL 33480

Vice President/Director: Lee Wilson  
8 Chippewa Court  
Suffern, NY 10901

Secretary/Director: Iris Wilson  
8 Chippewa Court  
Suffern, NY 10901

Treasurer/Director: Ingrid Blau  
350 South Ocean Blvd.  
Palm Beach, FL 33480

## ARTICLE VIII

The name and address of the incorporator is Roberto A. Torricella, Jr., 3300 International Place, 100 Southeast Second Street, Miami, Florida 33131-2144.

## ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation who is so interested may be counted in determining

the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

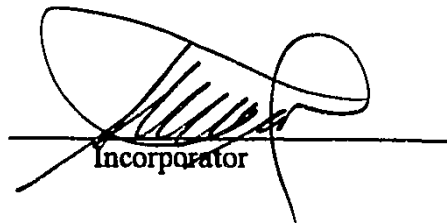
#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

#### ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

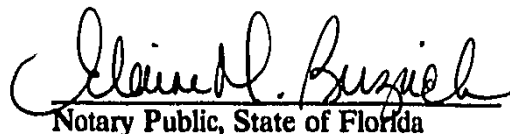
IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 7<sup>th</sup> day of ~~January~~ February, 1997.

  
Incorporator

STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Roberto A. Torricella, Jr., to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 7<sup>th</sup> day of February, 1997.

  
Notary Public, State of Florida



ELAINE M. BRIZUELA  
My Commission CC608303  
Expires Nov. 08, 1998


**CERTIFICATE DESIGNATING 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: That WTN, Inc. of Florida, desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named Roberto A. Torricella, Jr., located at 3300 International Place, 100 Southeast Second Street, Miami, Florida 33131-2144, as its agent to accept services of process within this state.

**ACKNOWLEDGEMENT**

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

  
\_\_\_\_\_  
Roberto A. Torricella, Jr.  
Registered Agent

DATED: This 7th day of February, 1997.

FILED  
97 FEB 10 PM 1:05  
TALLAHASSEE, FLORIDA