

P 970000 20979

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

of No 53494

RE: W.P. Soter, Inc.

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

- Capital-ExpressSM
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S -
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service _____
- Shipping/Handling
- Phone () _____
- Top Priority _____
- Express Mail Prep. _____
- FAX () _____ pgs.

97 MAR -7 AM 11:39
TALLAHASSEE, FLORIDA
DISBURSED
FILED

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03/07/97 01050 002
***122.50 ***122.50

SUBTOTALS _____

P. CHESTER MAR 7 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>WAP</u>	_____	_____	_____

WALK-IN Will Pick Up 3/7 1100

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____
_____	\$ _____

RECEIVED
97 MAR -7 AM 9:53
DIVISION OF CORPORATIONS

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

Charter Number Only

JOHN W. PERLOFF ESQ.
DOUMAR, CURTIS, CROSS, LAYSTROM & PERLOFF
1177 SOUTHEAST THIRD AVE.
FORT LAUDERDALE, FLORIDA 33316-1197

Requestor's Name

Address

City State ZIP Phone

CORPORATION NAME

W. P. SOFER, INC.

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- Profit
- NonProfit
- Foreign
- Limited Partnership
- Other:
- Certified Copy
- Walk In
- Amendment
- Dissolution
- Change of Registered Agent
- Photo Copies
- Will Wait
- Merger
- Alien Business Organization
- Certificate Under Seal
- Pick Up
- Mail Out

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

C. TAX _____

FILING _____

R. AGENT _____

C. COPY _____

TOTAL _____

N. BANK _____

BALANCE DUE _____

REFUND _____

PH/ _____

FILED
37 MAR -7 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

W.P. SOFER, INC.

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

ARTICLE I: NAME

The name of the corporation shall be

W.P. SOFER, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be c/o Tidan, Inc., 666 Rue Sherbrooke St. West, Penthouse 2300, Montreal, Quebec, Canada H3A1E7.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares common having a par value of ten cents (\$.10) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is John W. Perloff, 1177 S.E. Third Avenue, Ft. Lauderdale, FL 33316.

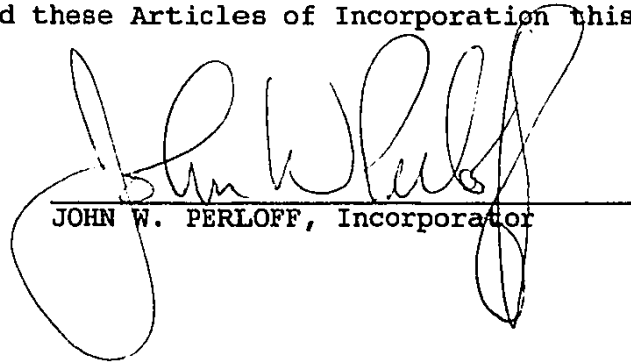
ARTICLE V: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is John W. Perloff, 1177 S.E. Third Avenue, Ft. Lauderdale, FL 33316.

ARTICLE VI: DIRECTORS

The names of each of the initial directors of the corporation is Jack Sofer, c/o Tidan, Inc., 666 Rue Sherbrooke St. West, Penthouse 2300, Montreal, Quebec, Canada H3A1E7.

The undersigned has executed these Articles of Incorporation this 6 day of March, 1997.



JOHN W. PERLOFF, Incorporator

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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.P. SOFER, INC.

2. The name and address of the registered agent and office is
John W. Perloff, 1177 S.E. Third Avenue, Ft. Lauderdale, FL 33316.

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



JOHN W. PERLOFF

Dated: March 6, 1997

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TALLAHASSEE, FLORIDA