

P97 000020984

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

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 \$ _____

_____ of _____ No. 53494

RE: W.P. SDN, Inc.

Capital Express™
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.

SUBTOTALS

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

WALK-IN
Will Pick Up 3/7 11:00

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. SDN, INC.

VALIDATION ONLY

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97 MAR -7 AM 11:39
TALLAHASSEE, FLORIDA

- (X) Profit
() NonProfit
() Foreign
() Limited Partnership
() Other:
- () Amendment
() Dissolution
() Change of Registered Agent
- () Merger
() Allen Business Organization
- () Certified Copy
() Photo Copies
() Walk In
() Will Wait
- () 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/ _____

CR2E051 (9-88)

ARTICLES OF INCORPORATION

OF

W.P. SDN, INC.

The undersigned incorporator, for the purpose of forming 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. SDN, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 181 University Avenue, Suite 308, Toronto, Ontario, Canada M5H 3M7.

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

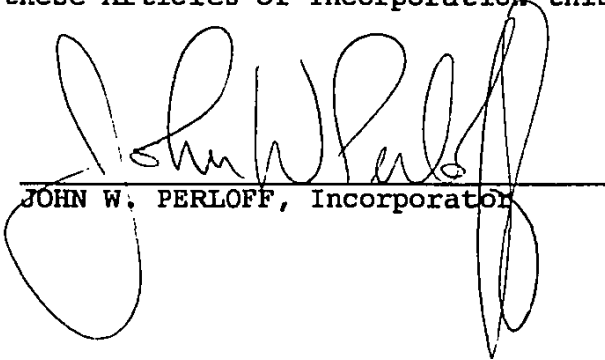
The name and address of the incorporator to these Articles of Incorporation is John W. Perloff, 1177 S.E. Third Avenue, Ft. Lauderdale, FL 33316.

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ARTICLE VI: DIRECTORS

The names of each of the initial directors of the corporation is
Amit Sofer, 181 University Avenue, Suite 308, Toronto, Ontario,
Canada M5H 3M7.

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. SDN, 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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