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REFERENCE : 304711 11758A

AUTHORIZATION :

*Patricia Pijut*

COST LIMIT : \$ 122.50

ORDER DATE : March 24, 1997

ORDER TIME : 11:16 AM

ORDER NO. : 304711-005

CUSTOMER NO: 11758A

700002121877--4

CUSTOMER: Jeffrey S. Wachs, Esq  
DOUMAR CURTIS CROSS LAYSTROM  
PERLOFF  
1177 Southeast Third Avenue  
  
Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: W.A.P. WATSON, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED  
97 MAR 24 PM 4: 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 MAR 24 PM 12: 13  
DIVISION OF CORPORATION

K.R. MAR 24 1997

FILED  
97 MAR 24 PM 4: 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
W.A.P. WATSON, INC.

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be W.A.P. WATSON, INC.

ARTICLE II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To construct and/or repair property, houses, buildings and other property of any nature. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute and

issue promissory notes, bills of exchange, or other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment of property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, and to engage in any business, either as principal, agent or broker,

conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED THOUSAND (100,000) shares of common stock at ONE CENT (\$.01) par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

ARTICLE V

The existence of this corporation shall be perpetual, commencing upon the filing of these Articles of Incorporation.

ARTICLE VI

The initial principal office of this corporation shall be located at 1177 S.E. 3rd Avenue, Fort Lauderdale, Florida 33316.

ARTICLE VII

The Board of Directors of this corporation shall consist of not less than one (1) and not more than six (6) members.

ARTICLE VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, and until their successors shall have been elected and qualified, or until their earlier resignation, removal or death, are as follows:

NAME

ADDRESS

GRAHAM M. HUGHES

1177 S.E. 3rd Avenue  
Fort Lauderdale, FL 33316

RICHARD A. POWER

1177 S.E. 3rd Avenue  
Fort Lauderdale, FL 33316

ARTICLE IX

The registered agent and the registered office for this corporation will be:

AGENT

OFFICE

JEFFREY S. WACHS, ESQ.

1177 S.E. 3rd Avenue  
Fort Lauderdale, FL 33316

ARTICLE X

The names and addresses of each subscriber to these Articles of Incorporation are as follows:

NAME

ADDRESS

SHARES

THE WATSON GROUP, LTD

Vulcan Road  
Solihull  
West Midlands B912JY  
United Kingdom

10,000

ARTICLE XI

The officers of the corporation until the first meeting of the corporation's Board of Directors, or until successors are elected, shall be:

NAME

OFFICE

GRAHAM M. HUGHES

President

RICHARD A POWER

Secretary/Treasurer

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of

Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the shares entitled to vote, 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.

**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
\_\_\_\_\_  
REGISTERED AGENT

FILED  
97 MAR 24 PM 4: 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

[Signature]  
WITNESS: JENNIFER ASHBY

[Signature]  
GRAHAM M. HUGHES, President  
of The Watson Group, Ltd.

[Signature]  
WITNESS: ANITA CARNEY

1612 HIGH ST  
LAWNOL

~~STATE OF~~ SOUTH CAROLINA  
SS:  
COUNTY OF WEST MOUNTAIN  
ENGLAND

FILED  
97 MAR 24 PM 4: 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day personally appeared GRAHAM M. HUGHES, to me well known to be the same person described in and who executed these Articles of Incorporation, and he acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true. He is personally known to me ~~or has produced~~

~~as identification and he did/did not~~  
take an oath.

WITNESS my hand and seal this 11<sup>th</sup> day of March, 1997.

[Signature]  
Notary Public N. W. M. STANDLEY  
Print Name: \_\_\_\_\_ Notary Public  
My Commission Expires: \_\_\_\_\_  
Commission No. LIFE APPOINTMENT

