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LEWIS, VEGOSEN, ROSENBAACH & SILBER, P.A.

ATTORNEYS AT LAW

500 SOUTH AUSTRALIAN AVENUE, 10th FLOOR
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTENSON
GARY M. DUNKEL
CYNTHIA J. JACKSON
JOHN B. LEVITT
MARSHALL J. OSOFSKY
DEAN J. ROSENBAACH *
JOHN R. SHEPPARD, JR.
LOUIS M. SILBER *
SAMUEL A. THOMAS
KENNETH A. TREADWELL
DEAN VEGOSEN
GARY WALK **
BRENT G. WOLMER

January 28, 1997

MAILING ADDRESS:
P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL
EDWARD BOBICK

TELEPHONE (561) 659-3300
FAX: (561) 832-1991

* Board Certified Trial Lawyer
** Board Certified Real Estate Lawyer

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-01/30/97--01042--002
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RE: Wadei, Inc.

Ladies/Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the above-captioned corporation, and Registered Agent form. Additionally enclosed is Lewis, Vegosen, Rosenbach & Silber, P.A. operating account check number 013315 for \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,

Samuel A. Thomas
Samuel A. Thomas

SAT/slw

Enclosures

cc: Ms. Idella B. Wade

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CORPORATIONS

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W97-2762

2/28/97

LEWIS, VEGOSEN, ROSENBAACH & SILBER, P.A.

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April 24, 1997

MAILING ADDRESS:
P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL
EDWARD BOBICK

TELEPHONE (561) 659-3300
FAX: (561) 832-1991

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** Board Certified Real Estate Lawyer

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301
Attention: Claretha Golden

RE: WADE IB, INC.

Dear Ms. Golden:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the above-captioned corporation, and Registered Agent form. This is a revision of the name "Wadei, Inc." pursuant to your letter of February 4, 1997 (see attached). Please note that you are already in possession of the \$122.50 filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,


Samuel A. Thomas

SAT/slw

Enclosures

cc: Ms. Idella B. Wade

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CLERK



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
DEPARTMENT OF STATE
CORPORATIONS
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February 4, 1997

LEWIS, VEGOSEN, ET. AL.
ATTN: SAMUEL A. THOMAS
POST OFFICE BOX 4388
WEST PALM BEACH, FL 33402-4388

SUBJECT: WADEI, INC.
Ref. Number: W97000002762

We have received your document for WADEI, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 197A00005808

EFFECTIVE DATE
4/24/97

ARTICLES OF INCORPORATION
OF
WADE IB, INC.

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CORPORATIONS
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ARTICLE I - NAME

The name of this corporation is WADE IB, INC.

ARTICLE II - PRINCIPAL ADDRESS

The principle address of this corporation shall be:
3408 Australian Avenue North, West Palm Beach, Florida 33407.

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Samuel A. Thomas, Esq., Lewis, Vegosen, Rosenbach & Silber, P.A., 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the

Bylaws. The name and address of the initial Director of the Corporation are:

Idella B. Wade 3408 Australian Avenue North
West Palm Beach, Florida 33407

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Samuel A. Thomas
500 South Australian Avenue 10th Floor
West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its Officers and Directors against liability to the extent permitted in Section 607.0850, Florida Statutes.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator, Samuel A. Thomas, has executed these Articles of Incorporation this 24th day of April, 1997.

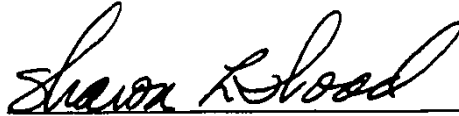


Samuel A. Thomas, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

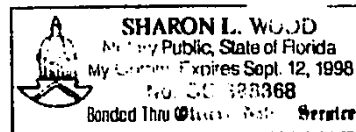
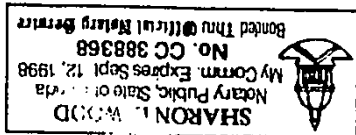
I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, SAMUEL A. THOMAS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 24th day of April, 1997.



Sharon L. Wood, Notary Public
Commission No. CC 388368

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT WADE IB, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF WEST PALM BEACH, STATE OF FLORIDA, HAS
NAMED SAMUEL A. THOMAS, LOCATED AT 500 SOUTH AUSTRALIAN AVENUE,
10TH FLOOR, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

Samuel A. Thomas
Samuel A. Thomas, Incorporator

DATE: April 24, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE: _____

Samuel A. Thomas
SAMUEL A. THOMAS, Registered Agent

DATE: April 24, 1997

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