

JOHN H. PELL  
Certified Public Accountant

P970000379560

April 24, 1997

State of Florida  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Will Perform Corp.  
Articles of Incorporation

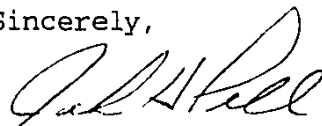
400002156224--0  
-04/28/97--01030--009  
\*\*\*122.50 \*\*\*122.50

To Whom It May Concern:

Enclosed are the above referenced documents and a check in the amount of \$122.50 to cover the incorporation fee and certified copy.

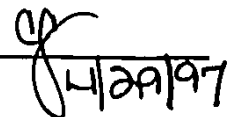
Please return the documents to undersigned. A return label is included for that purpose.

Sincerely,

  
John H. Pell

Enclosures

67-10000-1112-33  
SECRET



ARTICLES OF INCORPORATION

OF

WILL PERFORM CORP.

FILED  
STATE  
9710223 PM 10:30

ARTICLE I - NAME

The name of this corporation is **WILL PERFORM CORP.**

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

19466 NW 62<sup>nd</sup> AVENUE  
Miami, Florida 33015

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of common stock of One Dollar and 00/100 (\$1.00) par value.

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

WILLIAM NGUYEN  
19466 NW 62<sup>nd</sup> AVE  
Miami, Florida, 33015

ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The name and post office addresses of the initial director of this corporation is:

WILLIAM NGUYEN  
19466 NW 62<sup>nd</sup> AVE  
Miami, Florida, 33015

ARTICLE VIII - INCORPORATORS

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

WILLIAM NGUYEN  
19466 NW 62<sup>nd</sup> AVE  
Miami, Florida, 33015

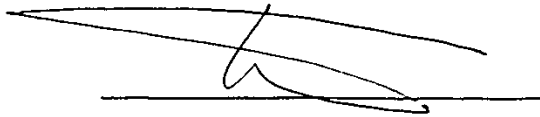
ARTICLE IX - AMENDMENT

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 stockholders, and approved by them at stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of April, 1997



SUBSCRIBER

STATE OF FLORIDA:

: ss

COUNTY OF DADE:

*Produced R A # N250-922-73-068-0*

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **WILLIAM NGUYEN**, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida this 22 day of April, 1997.



*M.V. Fitzgerald*  
NOTARY PUBLIC

My commission expires:

*Page 3 of 4*

*Spill Embosser  
also used*

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
CLERK OF STATE  
OFFICE  
97 APR 22 11:33

Pursuant to the provisions of Section 607,0501, Florida Statutes, the undersigned 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 **WILL PERFORM CORP.**
2. The name and address of the registered agent and office is:

WILLIAM NGUYEN  
19466 NW 62<sup>nd</sup> AVE  
Miami, Florida, 33015



WILLIAM NGUYEN

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.



WILLIAM NGUYEN

Date: 22 day of April, 1997