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FILED

97 MAY -2 AM 9:46

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

RECEIVED
TALLAHASSEE, FLORIDA

Re: WSP, Inc., Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Pat Anderson

Pat Anderson

(individual's name)

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-05/02/97--01063--009
****122.50 ****122.50

WSP, Inc.

(name of corporation)

MAILING ADDRESS OF CORPORATION

WSP, Inc.
Suite 276
819 Peacock Plaza
Key West, FL 33040

PHONE

(305) 296-7642

Area Code

Number

Ext.

ARTICLES OF INCORPORATION

of
WSP, Inc.

(name of corporation)

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

WSP, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Brian Welzenbach		
ADDRESS	Suite 276, 819 Peacock Plaza		
CITY	Key West	FLORIDA	ZIP 33040

The principal office, if known, or the mailing address of the corporation is:

NAME	WSP, Inc., 819 Peacock Plaza		
ADDRESS	Suite 276, 819 Peacock Plaza		
CITY	Key West	FLORIDA	ZIP 33040

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

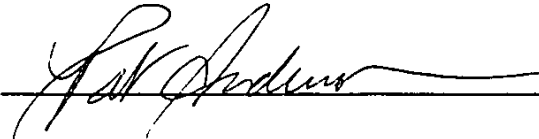
NAME	Pat Anderson		
ADDRESS	55 Boca Chica Road, #51-A		
CITY	Key West	STATE FL	ZIP 33040
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Pat Anderson		
ADDRESS	55 Boca Chica Road, #51-A		
CITY	Key West	STATE	FL ZIP 33040
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 29th day of April, 1997.

 (Seal)
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WSP, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at suite 276, 819 peacock plaza
Key West, FL 33040

has named Brian Welzenbach
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)