

P97000060896

please file
1st



ACCOUNT NO. : 072100000032

REFERENCE : 460465 4303929

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 122.50

ORDER DATE : July 14, 1997

ORDER TIME : 9:45 AM

ORDER NO. : 460465-005

400002236944--7

CUSTOMER NO: 4303929

CUSTOMER: Ms. Myrna Norman-golinsky
GREENBERG TRAUERIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: WENTWORTH HOLDINGS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
91 JUL 14 PM 2:15
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL 14 PM 10:52

8N JUL 14 1997

3

ARTICLES OF INCORPORATION
OF
WENTWORTH HOLDINGS, INC.

FILED
97 JUL 14 PM 2:15
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is WENTWORTH HOLDINGS, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1001 Brickell Bay Drive, Suite 1200, Miami, Florida 33131.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1001 Brickell Bay Drive, Suite 1200, City of Miami, County of Dade, and the name of its initial registered agent at such office is Bradley S. Weiss.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the

member of the initial Board of Directors who is to serve as the Corporation's director until his successors are duly elected and qualified is:

Bradley S. Weiss
1001 Brickell Bay Drive
Suite 1200
Miami, FL 33131

ARTICLE VII

The name of the Incorporator is Bradley S. Weiss and the address of the Incorporator is 1001 Brickell Bay Drive, Suite 1200, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 11 day of July, 1997.



Bradley S. Weiss
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of WENTWORTH HOLDINGS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

By: 

Bradley S. Weiss, Registered Agent

DATED: July 11, 1997.

RECEIVED
JUL 14 PM 2:15
TALLAHASSEE FLORIDA