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CIVIL TRIAL LAWYER

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ALSO MEMBER OF NEW JERSEY BAR
JORDI GUSO
LES OSBORNE
ALSO MEMBER OF NEW YORK BAR

July 10, 1997

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VIA UPS OVERNIGHT SERVICE
Florida Secretary of State
Division of Corporations
49 E. Gaines Street
Tallahassee, FL 32399

RE: Waycor, Inc.

Dear Secretary:

Enclosed find Articles of Incorporation for the above referenced corporation. Please file and return a copy for our records. Additionally, enclosed is a check for \$122.50, which represents the filing fee.

Should you have any questions, please contact our office.

Very truly yours,

FURR AND COHEN, P.A.

Charles I. Cohen

Charles I. Cohen

CIC/jc
enclosure

FILED
97 JUL 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-11-97

ARTICLES OF INCORPORATION
OF
WAYCOR, INC.

FILED
97 JUL 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

WAYCOR, INC.

and its initial post office address and its principal office for the conduct of business is:

1499 W. Palmetto Park Road, Suite 412, Boca Raton, FL 33486

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) Generally to make and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other act or thing, and to exercise any and all powers which a co-partnership or natural person could do or exercise, and which now are or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

(b) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or

purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Sections 607.011, 607.014 and 607.017.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 per value. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

ARTICLE VI

This corporation shall have one director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Law but shall never be less than one. The name(s) of the initial director(s) of this corporation are:

Christopher B. Wayman
1499 W. Palmetto Park Road
Suite 412
Boca Raton, FL 33486

ARTICLE VII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may in anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE VIII

The street address of the initial registered office of this corporation is 1499 W. Palmetto Park Road, Suite 412, Boca Raton, FL 33486 and the name of the initial registered agent of this corporation is CHARLES I. COHEN.

ARTICLE IX

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 9th day of July, 1997.


CHRISTOPHER B. WAYMAN

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, CHRISTOPHER B. WAYMAN, who is personally known to me 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, in the State and County aforesaid this 9th day of July, 1997.


Notary Public
My Commission Expires:



NICHOLE L. NOBLE
MY COMMISSION # CC368604 EXPIRES
May 17, 1998
BONDED THROUGH TROY FAIR INSURANCE, INC.

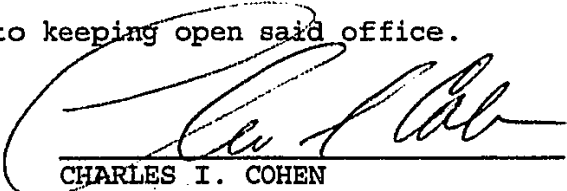
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

That Corporation, desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at 1499 W. Palmetto Park Road, Suite 412, Boca Raton, FL 33486, appoints CHARLES I. COHEN, ESQUIRE, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.


CHARLES I. COHEN
Registered Agent

FILED
97 JUL 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA