

P97000066144

Eric Buermann, P.A.
ATTORNEY AT LAW

3586 MAIN HIGHWAY
(COCONUT GROVE)
MIAMI, FLORIDA 33133-5920

TELEPHONE: (305) 448-0045
FAX: (305) 448-7488

July 28, 1997

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

600002250956--0
-07/29/97--01035--007
***131.25 ***131.25

Re: WMK&A, Inc.
Filing Articles of Incorporation

Dear Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation of WMK&A, Inc. for filing with your office to incorporate. Also, please find enclosed a check in the amount of \$131.25 to cover for the filing fees, certified copy and certificate.

I would greatly appreciate your filing same as soon as possible and returning a certified copy of the filed articles to our office. A Federal Express Airbill and envelope is enclosed for your prompt return.

Thank you for your assistance.

Sincerely,



Martha Johnson
Legal Assistant

Enclosures

7/31/97

EFFECTIVE DATE

1/28/91

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
WMK&A, INC.

ARTICLE I - NAME

The name of the corporation is WMK&A, Inc. (hereinafter called the "Corporation").

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

801 Brickell Avenue, Suite 900
Miami, Florida 33131

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3596 Main Highway, Miami, Florida 33133-5920, and the name of the initial registered agent of this Corporation at that address is Eric Buermann.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

William M. Karr
801 Brickell Avenue, Suite 900
Miami, Florida 33131

Marilyn Karr
801 Brickell Avenue, Suite 900
Miami, Florida 33131

ARTICLE VI - INCORPORATOR

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

Eric Buermann
3596 Main Highway
Miami, Florida 33131

ARTICLE VII - INITIAL OFFICERS

The names and addresses of the initial officers of the Corporation are:

President: William M. Karr
801 Brickell Avenue, Suite 900
Miami, Florida 33131

Treasurer: Marilyn Karr
801 Brickell Avenue, Suite 900
Miami, Florida 33131

ARTICLE VIII - SPECIAL PROVISION

The Corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S Corporation as defined therein.

ARTICLE IX - CORPORATE EXISTENCE

The Corporation shall be deemed in existence, pursuant to Fla. Stat. 607.0203, on and as of July 28, 1997.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of July, 1997.



Eric Buermann
Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

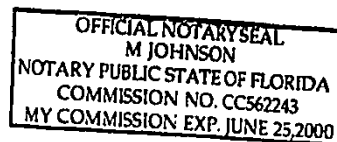
BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Eric Buermann, who is personally known to me and who did take an oath and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28th day of July, 1997.



NOTARY PUBLIC

(SEAL)



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS


**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

That WMK&A, Inc., desiring to organize under the laws of the State of Florida, which will have its principal office in Dade County, Florida, has named Eric Buermann located at 3596 Main Highway, Miami, Florida 33133-5920, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named by the incorporator of WMK&A, Inc. to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in the capacity of registered agent for said Corporation, and agree to comply with the applicable provisions of the Florida Statutes, this 28th day of July, 1997. I am familiar with, and accept the obligations of the position of registered agent.



Eric Buermann
Registered Agent