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LAW OFFICES

O'NEIL & KAHL

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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TELEPHONE:

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July 29, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
The Old Jail Building  
Tallahassee, Florida 32301

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-08/06/97--01081--001

\*\*\*\*122.50 \*\*\*\*122.50

Re: WSH, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return to me the certified copy in the envelope provided. I am also enclosing our check in the amount of One Hundred Twenty Two and .50/100 Dollars (\$122.50) to cover the expenses as follows:

FILING FEES	\$35.00
CERTIFIED COPY	\$52.50
REGISTERED AGENT DESTINATION	\$35.00
TOTAL	<u>\$122.50</u>

Thank you for your anticipated cooperation in this regard.

Very truly yours,

  
Robert E. O'Neil

REO:dlc

Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 AUG -6 AM 9:31

FILED

B. REGISTER AUG 7 1997

CERTIFICATE OF INCORPORATION  
OF  
WSH, INC.

FILED  
97 AUG -6 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights and privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be WSH, INC.

ARTICLE II

The principal office of this corporation shall be situated at 10285 N.W. 53rd Street, Sunrise, Florida 33351.

ARTICLE III

The nature of the business and the purpose to be transacted are to engage in and to have unlimited power to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Law.

ARTICLE IV

The total authorized capital stock of this corporation shall be One Thousand Dollars (1,000.00), divided into a maximum of One Thousand shares (1,000), which shall be of common stock of par value of One Dollar (\$1.00) each, fully paid and nonassessable.

#### ARTICLE V

This corporation shall have perpetual existence, unless sooner dissolved according to law.

#### ARTICLE VI

The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more persons.

The officers of this corporation shall be a President, Secretary and a Treasurer, and such other officers as shall be appointed in accordance with the Bylaws of this corporation.

#### ARTICLE VII

The name and street addresses of the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting, or until their successors are elected and have qualified, are as follows:

##### NAME

##### ADDRESS

WILLIAM S. HENRY

1443 N.W. 129th Terrace  
Sunrise, Florida 33323

#### ARTICLE VIII

The following shall hold office named until their successors shall be regularly elected and shall be qualified.

##### NAME

##### OFFICE

##### ADDRESS

WILLIAM S. HENRY

President

1443 N.W. 129th Terrace  
Sunrise, Florida 33323

JOSEPH KRUP

Secretary,  
Treasurer

6560 S.W. 49th Street  
Apartment B  
Davie, Florida 33314

ARTICLE IX

The name and address of each incorporator are:

NAME

WILLIAM S. HENRY

ADDRESS

1443 N.W. 129th Terrace  
Sunrise, Florida 33323

FILED  
97 AUG -6 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE X

That the said WSH, INC., desiring to organize under the law of the State of Florida, with its principal office as indicated in the Certificate of Incorporation in the City of Sunrise, State of Florida, has named, WILLIAM S. HENRY as its Registered Agent, and designated, 10285 N.W. 53rd Street, Sunrise, Florida 33351, as its Registered Office.

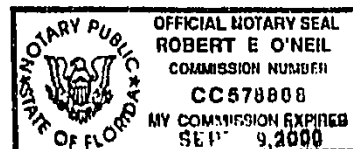
IN WITNESS WHEREOF, I have hereunto set my hand and seal at  
X FT. LAUDERDALE Broward County, Florida  
this X 30<sup>TH</sup> day of July, 1997.

  
WILLIAM S. HENRY

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me, a Notary Public, this X 30<sup>TH</sup> day of July, 1997 by WILLIAM S. HENRY who is personally known to me or who has X produced a driver's license or as identification.

X  Notary Public  
(signature)



I HEREBY ACCEPT the appointment as Registered Agent on behalf of WSH, INC.

  
WILLIAM S. HENRY