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SAMUEL SUSI
ATTORNEY AT LAW

551 N.W. 77th STREET
SUITE 109
BOCA RATON, FLORIDA 33487

(561) 997-2700
FACSIMILE (561) 997-9944

November 10, 1997

VIA UPS NEXT DAY AIR

Attorneys' Title Insurance Fund, Inc.

Attn: Order Department

660 E. Jefferson Street

Suite 200

Tallahassee, Florida 32301

(800) 848-7890

(904) 222-2785

(904) 681-3646 - fax

Re: WPB RETAIL, INC.

100002344361--6

-11/12/97-01034-033

*****78.75 *****78.75

Dear Sir/Madam:

Enclosed for filing with the Florida Secretary of State, please find the following documents:

1. Articles of Incorporation. I have enclosed a copy to be file stamped by the Florida Secretary of State.

2. My check, in the amount of \$78.75, made payable to the Florida Secretary of State, to pay for the filing fees and a certificate of good standing. I do not require a certified copy, as the stamped copy and standard letter from the Florida Secretary of State will do.

Also, please return my stamped copy of the Articles of Incorporation, as filed, together with the Secretary of State's filing letter and certificate of good standing, as soon as possible.

Thank you for your assistance and cooperation. If you have any questions, please let me know.

Sincerely,

Samuel Susi
SAMUEL SUSI

RECEIVED
97 NOV 12 AM 9:28
DIVISION OF CORPORATION
SS:peh
Enclosures

K. R. R.

NOV 12 1997

ARTICLES OF INCORPORATION

OF

WPB RETAIL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

FILED
97 NOV 12 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be:

WPB RETAIL, INC.

The address of the principal office of the corporation shall be:

551 N.W. 77th Street, Suite 109
Boca Raton, Florida 33487

and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be:

551 N.W. 77th Street, Suite 109
Boca Raton, Florida 33487

and the name of the initial registered agent of the corporation at that address is: **SAMUEL SUSI.**

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

SAMUEL SUSI
551 N.W. 77th Street, Suite 109
Boca Raton, Florida 33487

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on November 10, 1997.



SAMUEL SUSI

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

SAMUEL SUSI, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



SAMUEL SUSI

FILED
97 NOV 12 AM 11:39
SECRETARY OF STATE
TALLAHASSEE FL 09095