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RUSLEY C. MEEKER (1931-1995)

*Member of Florida and
Massachusetts Bars

January 27, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-01/28/98--01052--011
****122.50 ****122.50


Re: Wetlands Are Our Friends, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation in connection with the above referenced and a check in the amount of \$122.50 representing the filing fee.

If you have any questions, please feel free to contact our office.

Yours Truly,



James B. Hayes

enclosure

JBH:ggs
corp\secstate.ltr

FILED
98 JAN 28 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
1-30-98

**ARTICLES OF INCORPORATION
OF
WETLANDS ARE OUR FRIENDS, INC.**

FILED

98 JAN 28 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1 - Name

The name of this corporation is WETLANDS ARE OUR FRIENDS, INC..

Article 2 - Duration

This corporation shall exist perpetually commencing on the date of the filing of these Articles of Incorporation with the Department of State.

Article 3 - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

Article 4 - Capital Stock

This corporation is authorized to issue One Thousand (1,000.00) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article 5 - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

WETLANDS ARE OUR FRIENDS, INC.
2424 North Federal Highway
Suite 314
Boca Raton, Florida 33431

and the name of the initial registered agent of this corporation at that address is: JEFFREY A. MILLER.

Article 6 - Principal Office and Mailing Address

The principal office of this corporation is:

2424 North Federal Highway
Suite 314
Boca Raton, Florida 33431

The mailing address of this corporation is:

2424 North Federal Highway
Suite 314
Boca Raton, Florida 33431

Article 7 - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article 8 - Incorporator

The name and address of the persons signing these articles is:

JEFFREY A. MILLER
2424 North Federal Highway
Suite 314
Boca Raton, Florida 33431

Article 9 - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article 10 - Indemnification

The corporation shall indemnify any officer, or any former officer to the full extent permitted by law.

Article 11 - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 26th day of January, 1998.



JEFFREY A. MILLER

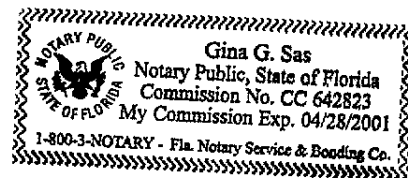
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JEFFREY A. MILLER who is personally known to me or who produced 2/4 as identification, who executed and acknowledged before me that said person executed the foregoing articles of incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid this 26 day of January, 1998.


Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT
OF
WETLANDS ARE OUR FRIENDS, INC.

FILED

98 JAN 28 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of chapter 48.091, Florida Statutes, relative to keeping open said office.



JEFFREY A. MILLER

Sworn to and subscribed before me this 26 day of January, 1998.



Notary Public

My Commission Expires:

