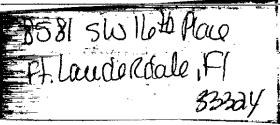
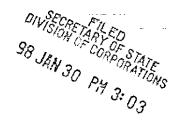
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DIVISION OF CORPORATIONS

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NEW FILINGS	AMENDMENTS			
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Limited Liability	Change of Registered Agent	-		
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OTHER FILINGS	REGISTRATION/ QUALIFICATION			
Annual Report		.ep.ab		
Fictitious Name	Foreign			
Name Reservation	Limited Partnership	\dashv	-	
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<u> </u> -	Trademark			
	Other		D. BROWN	FEB - 2 1998
			Examiner's Initials	<u> </u>



CERTIFICATE OF INCORPORATION

OF

W2 SYSTEMS, INC.

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 Statues 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 W2 Systems, Inc.

ARTICLE II

The principal office and mailing address of this corporation shall be situated at 3510 N.W. 53rd Street, Fort Lauderdale, Florida 33309.

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 non-assessable.

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 President,

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

ARTICLE VII

The names 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

JAMES J. NESTOR

3510 N.W. 53rd STREET

FT_LAUDERDALE, FL 33309

ARTICLE VIII

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

NAME	OFFICE	ADDRESS
JAMES J. NESTOR	PRESIDENT	3510 N.W. 53rd STREET
		FT LAUDERDALE, FL 33309
LINDA M. NESTOR	SEC./TRES.	3510 N.W. 53rd STREET
		FT LAUDERDALE, FL 33309

ARTICLE IX

The name and address of each subscriber of stock are:

NAME

ADDRESS

JAMES J. NESTOR

3510 N.W. 53rd STREET

FT LAUDERDALE, FL 33309

ARTICLE X

That the said corporation, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Certificate of Incorporation in the City of Fort Lauderdale, Florida, has named James J. Nestor at 3510 N.W. 53rd Street, Fort Lauderdale, FL 33309 as its Registured Office.



Registered Agent Acceptance: James J. Nestor, has accepted the appointment as Registered Agent of W2 Systems, Inc. 3510 N.W. 53rd Street, Fort Lauderdale, Florida 33309.

I, James J. Nestor am familiar with and accept the duties and responsibilities as registered agent for said corporation.

JAMES [1.] NESTOR
IN WITNESS WHEREOF, we have hereunto set our hands and seal
at Fort Lauderdale, Broward County, Florida, this 2744
day of TANVARY, 1998. JAMES J. NESTOR
NOTARIAL CERTIFICATE
STATE OF FLORIDA)) ss. COUNTY OF BROWARD)
The foregoing instrument was acknowledged before me the
as identifation and who did take an oath. James J. Nestor
LORI M. WEISS Wy Coron Exp. 2/27/98 Bonded By Service Ins No. CC337687 NOTARY PUBLIC LORI M. WEISS My Coron Exp. 2/27/98 Roberts No. CC337687
COMMISSION NO. : MY COMMISSION EXPIRES: