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LAW OFFICES OF  
ANDREW E. FARBER, P.A.

23123 STATE ROAD 7  
SUITE 350-B  
BOCA RATON, FLORIDA 33428

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 AM 11:02

ANDREW E. FARBER

TELEPHONE: (561) 451-1969  
FAX: (561) 451-0301

OF COUNSEL:  
ELLIOT GREENE

February 5, 1998

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-02/10/98--01081--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: WIPEG-EP DEVELOPMENT, INC.

Gentlemen:

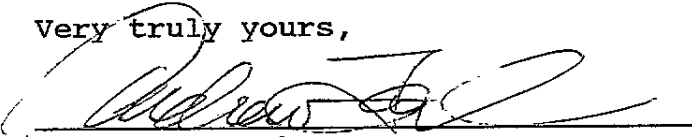
Enclosed please find:

- i) an original of Articles of Incorporation and one photocopy for the above referenced corporation;
- ii) a check for \$70.00 representing the filing fee and fee for registered agent designation.

Please file the enclosed Articles and return a stamped copy thereof to the undersigned at the address at the top of this letter.

Thank you for your assistance. If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Andrew E. Farber  
For the Firm

AEF/rb

enclosures

D. BROWN FEB 11 1998

ARTICLES OF INCORPORATION  
OF  
WIPEG-EP DEVELOPMENT, INC.

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Article I - Name

The name of this corporation is Wipeg-EP Development, Inc.

Article II - Commencement

The existence of this corporation shall commence with the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of \$0.01 par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 23123 State Road 7, Suite 350B, Boca Raton, Florida 33428 and the name and address of the initial registered agent is Andrew E. Farber, 23123 State Road 7, Suite 350B, Boca Raton, Florida 33428.

Article VI - Principal Office

The principal office and mailing address of this corporation shall be 23123 State Rd. 7, Suite 350B, Boca Raton, Florida 33428.

Article VII - Initial Board of Directors

This corporation shall have two directors initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial directors are:

Herbert Feist

23123 State Rd. 7, Suite 350B  
Boca Raton, FL 33433

Burkart Rosenbaum

23123 State Rd. 7, Suite 350B  
Boca Raton, FL 33433

Article VIII - Incorporator

The name and address of the person signing these Articles is:  
Andrew E. Farber, Suite A, 23123 State Road 7, Suite 350B, Boca Raton, Florida 33428.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

Article X - Indemnification

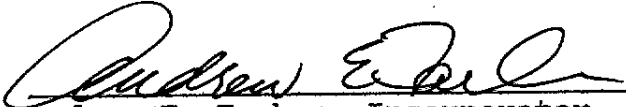
Subject to the qualifications contained in Section 607.0850, Florida Statutes, this corporation shall indemnify its officers and

directors and former officers and directors against expenses (including attorney's fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of January, 1998.

  
Andrew E. Farber, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 AM 11:02

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST -- WIPEG-EP DEVELOPMENT, INC. DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS LOCATED AT 23123 STATE RD. 7, SUITE 350B, IN THE  
CITY OF BOCA RATON, STATE OF FLORIDA, HAS NAMED ANDREW E. FARBER,  
LOCATED AT 23123 STATE ROAD 7, SUITE 350B, CITY OF BOCA RATON,  
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE: 

Andrew E. Farber

TITLE: INCORPORATOR

DATE: January 15, 1998.

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties.

SIGNATURE: 

Andrew E. Farber, Registered  
Agent

DATE: January 15, 1998.