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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: W.F. PARTNERS, INC.

AUDIT NUMBER.....H98000005568

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

98 MAR 23 PM 2: 52

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W.F. PARTNERS, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

W.F. PARTNERS, INC.

2. The period of duration is perpetual.

3. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States of America and of the state of Florida.

4. The corporation shall have the authority to issue One Hundred (100) shares, all of one class, at One (\$1.00) Dollar par value.

5. The address of its initial Registered Office:

999 Ponce de Leon Boulevard  
Suite 720  
Coral Gables, Florida 33134

6. The name of its initial Registered Agent is:

RAUL CARRERAS, JR.

7. The number of directors constituting its initial Board of

RAUL CARRERAS JR., P.A.  
999 Ponce de Leon Boulevard  
Suite 720  
Coral Gables, Florida 33134  
Tel. (305) 444-3800  
Florida Bar No. 297992

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Directors is three (3), whose names and addresses are:

THOMAS D. WOOD, SR.  
4665 Ponce de Leon Boulevard  
Coral Gables, Florida 33146

THOMAS D. WOOD, JR.  
4665 Ponce de Leon Boulevard  
Coral Gables, Florida 33146

MICHAEL T. FAY  
4665 Ponce de Leon Boulevard  
Coral Gables, Florida 33146

8. The Principal Office and of the corporation is:

4665 Ponce de Leon Boulevard  
Coral Gables, Florida 33146

9. The mailing address of the corporation is:

4665 Ponce de Leon Boulevard  
Coral Gables, Florida 33146

10. The name and address of the incorporator is:

THOMAS D. WOOD, SR.  
4665 Ponce de Leon Boulevard  
Coral Gables, Florida 33146

11. The preemptive rights shall be as follows:

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any stockholder shall be determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock then authorized.

DATED: This 19 day of March, 1998.

  
THOMAS D. WOOD, SR.

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STATE OF FLORIDA     )  
                              )     S.S.  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority personally appeared THOMAS D. WOOD, SR., who after being duly sworn, deposes and states that he is the person who executed the above Articles of Incorporation, and that he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein stated and set forth.

WITNESS MY HAND and Official Seal on this 19<sup>th</sup> day of March, 1998.



Wendy Lorente  
Notary Public, State  
of Florida at Large

My Commission Expires: August 21, 1999

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


Pursuant to Chapter 48.091 of the Florida Statutes, the following is  
submitted in compliance with the said Act:

That W.F. PARTNERS, INC., desiring to organize under the laws of the State  
of Florida, with its principal office as indicated in the Articles of  
Incorporation, in the County of Dade, State of Florida, has named the following  
individual as its agent to accept service of process within this State:

RAUL CARRERAS, JR.  
999 Ponce de Leon Boulevard  
Suite 720  
Coral Gables, Florida 33134

ACKNOWLEDGMENT:

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

  
RAUL CARRERAS, JR.

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