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NAME: WADDEYENTERPRISES, INC.

AUDIT NUMBER.....H98000006279

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

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Secretary of State

April 13, 1998

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SUBJECT: WADDEY ENTERPRISES, INC.  
REF: W98000007241

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

April 3, 1998

**EMPIRE**

**SUBJECT: WADDEY ENTERPRISES, INC.**  
**REF: W98000007241**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
WADDEY ENTERPRISES, INC.

ARTICLE I-NAME

The name of the corporation is WADDEY ENTERPRISES,  
INC.

ARTICLE II- PRINCIPAL OFFICE

The address of the principal office and the mailing  
address of the corporation is 969 MARGINAL ROAD, W. PALM  
BEACH, FL. 33411

ARTICLE III- SHARES

The corporation shall be authorized to have 1,000 shares  
of common stock each having a par value of \$1.00, and each of  
which shall be entitled to one vote, as issued.

ARTICLE IV- registered AGENT

The corporation's initial registered office shall be  
969 MARGINAL ROAD WEST PALM BEACH, FL. 33411 and the name of  
its initial registered agent at this address shall be CHUCK  
WADDEY.

1

PREPARED BY:  
GARY TEPPERMAN C.P.A.  
55 WESTON ROAD SUITE #302  
FT. LAUDERDALE, FL. 33326  
(954) 384-0244

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ARTICLE V - INCORPORATOR

The incorporator of the corporation is CHUCK WADDEY. The address of the incorporator shall be: 969 MARGINAL ROAD, W. PALM BEACH, FL 33411

ARTICLE VI- PURPOSES

The nature of the business to be transacted, or the purposes to be promoted or carried on by the corporation are as follows:

(a) To conduct a general business and agency for the obtaining or placing of personnel in any type of occupation or employment and to seek, furnish and supply personnel on a permanent or temporary basis and to do any and all things ordinarily done by employment agencies, personnel agencies, employee search and service agencies, and in addition, to assist or provide executive placement guidance and counseling services.

(b) To own, purchase, mortgage and sell and otherwise dispose of automobiles and motor vehicles which might be used in connection with the company's business.

(c) To build, construct, maintain any type of building and otherwise mortgage and dispose of said buildings in any matter whatsoever in connection with the company's business, to engage in the repair, alterations, conditions and demolition of any building connected with this company's business.

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(d) To acquire by subscription, purchase, or otherwise, to hold for investment or for resale, to sell, pledge, hypothecate, and in all ways deal with stocks, script, bonds, consoles, debentures, mortgages, notes, trust receipts, certificate of indebtedness, interim receipts, and other obligations and securities of corporation, private, public, quasi-public, or municipal, foreign or domestic. To collect the interest and dividends on its holdings and the principal thereof when due. To do all things suitable and proper for the protection, conservation, or enhancement of the value of stocks, securities, evidences of indebtedness, or other properties held by it, including the exercise of the right to vote thereon. To bid upon and purchase at foreclosure or at other sales, public or private, real property and rights of interests therein of all kinds. This corporation, domestic or foreign, and issue in exchange therefor its stocks, bonds or other obligations.

(e) To engage, make and perform contracts of any kind and description in carrying on its business for the purpose of obtaining or furthering any of its specific objects here in above enumerated, to do any and all things which a co-partnership or natural persons could do and exercise and in any state, possession or territory of the United States of America or anywhere else in the world as may not be especially prohibited by laws of the State of Florida and the United States of America.

The undersigned incorporate has executed these Articles of Incorporation this 1st day of April, 1998.

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Chuck Wadley

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WADDEY ENTERPRISES, INC.

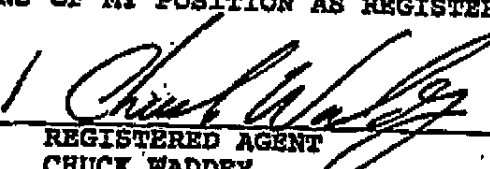
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FIRST THAT WADDEY ENTERPRISES, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION HAS NAMED CHUCK WADDEY, OF 969 MARGINAL ROAD, W. PALM BEACH, FL. 33411, PALM BEACH COUNTY, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
REGISTERED AGENT  
CHUCK WADDEY  
969 MARGINAL ROAD  
W. PALM BEACH, FLORIDA 33411

PREPARED BY:  
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