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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: W.C.B. & ASSOCIATES, INC.

AUDIT NUMBER.....H98000008860

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1998

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SUBJECT: W.C.B. & ASSOCIATES, INC.
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ARTICLES OF INCORPORATION

OF

W.C.B. & ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is W.C.B. & Associates, Inc., and its address is 5720 S.W. 54 Avenue, Davie, Florida 33314.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

- (1) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by:

KiTaif Goode & Company CPA, P.A.
6330 SW 58 Ct
Davie FL 33314
(954) 581-0801

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ARTICLE V

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REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5720 S.W. 54 Avenue, Davie, Florida 33314, and the name of its initial registered agent at such address Walter C. Bloor.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Walter C. Bloor
5720 S.W. 54 Avenue
Davie, Florida 33314

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Walter C. Bloor
5720 S.W. 54 Avenue
Davie, Florida 33314

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with arising out of any action, suit or proceeding in which he may be involved, by reason of being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 11 day of May, 1998.


Walter C. Bloor, Incorporator

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ACKNOWLEDGEMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



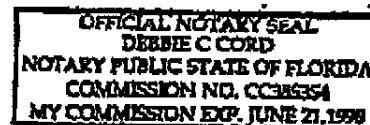
Walter C. Bloor,
Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

Before me this day personally appeared Walter C. Bloor who, being duly sworn, executed the foregoing instrument, and acknowledged the same to be his free act and deed.

WITNESS my hand and official seal, this 11 day of May, 1998.


NOTARY PUBLIC



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