

BR 6/4/98

Articles of Incorporation  
for  
WPD Communications, Inc.

FILED  
98 JUN -4 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article 1

1.1 The name of this corporation is WPD Communications, Inc.

Article 2

2.1 The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Florida Corporations Code.

Article 3

3.1 The corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is One million shares.

Article 4

4.1 The liability of the officers and directors of this corporation for monetary damages will be eliminated to the fullest extent permissible under Florida law.

This corporation is authorized to provide indemnification of agents for breach of duty to the corporation and its shareholders through bylaw provisions or through Agreements with the agents, or through shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Florida law.

Article 5

5.1 The name and address in the State of Florida of this corporation's initial agent for service of process is: Roxanna Weber - 2263 King Edwards Court Winter Park, Florida 32792

WPD Communications, Inc.  
2263 King Edwards Court  
Winter Park, Florida 32792  
407- 671-1300

5.2 The address of the principal office of the corporation is:

WPD Communications, Inc.  
2263 King Edwards Court  
Winter Park, Florida 32792  
407-671-1300

In witness of this, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, the sole incorporators of this corporation has executed these Articles of Incorporation this May 12, 1998.

Incorporator's

Name: Roxanna Weber 2293 King Edwards Court Orlando Fl.  
Matthew Weber 2263 King Edwards Court Orlando Fl. 32835  
Phillip Dowling 43083 Corte Almonte Temecula., CA. 92592  
Michael Phipps 43083 Corte Almonte Temecula, CA 92592

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Incorporator's Name:

Michael Phipps  
Michael Phipps

Incorporator's Name:

Matthew Weber  
Matthew Weber

Incorporator's Name

Phillip Dowling  
Phillip Dowling

Incorporator's Name

Roxanna Weber  
Roxanna Weber

Resident Agent:

Roxanna Weber  
Roxanna Weber

**WPD Communications, Inc.**  
Winter Park, Florida 32792  
Phone 407- 671-1300 Fax 407-671-3159

June 2, 1998

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/  
REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement in designating the Registered Office/ Registered Agent, in the State of Florida.


The Name of the Corporation is WPD Communications, Inc.

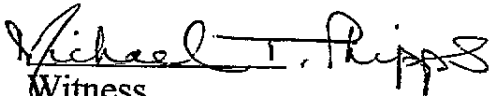
The name and address of the registered Agent and the office is

Roxanna Weber  
2263 King Edwards Court  
Winter Park, Florida 32792  
407-671-1300

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Having been named as the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.

  
Roxanna Weber  
6/2/98  
Date

  
Michael T. Phipps  
Witness