

7/30/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: W.C. ENTERPRISES OF DADE, INC.
AUDIT NUMBER.....H98000014145

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

CERT. OF STATUS..0

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 7/31/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1998

EMPIRE

SUBJECT: W.C. ENTERPRISES OF DADE, INC.
REF: W98000017396

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.

ARTICLE II SAYS THE CORPORATION SHALL COMMENCE ON THE SIGNING DATE. HOWEVER, I CANNOT MAKE OUT WHAT THAT DATE IS. PLEASE MAKE IT MORE LEGIBLE.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburg
Document Specialist

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ARTICLES OF INCORPORATION
OF

98 JUL 31 AM 11:36

W.C. ENTERPRISES OF DADE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is: W.C. ENTERPRISES OF DADE, INC.

ARTICLE II
DURATION

This corporation shall exist on a perpetual basis commencing on the date of the
Filing of these Articles.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful
businesses for which a corporation may be incorporated under the Florida General
Corporation Act, Chapter 607, Florida Statutes.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, said shares
having a par value of One Dollar (\$1.00) per share.

ARTICLE V
CAPITALIZATION

The amount of capital with which the corporation will begin business is not less
than Five Hundred (\$500.00) Dollars.

ARTICLE VI
FURTHER AND OTHER POWERS

The corporation shall have all powers given to it by the laws of the State of
Florida, now or hereafter, and any specific power
enumerated shall not be construed as a limitation upon the powers of the
corporation.

ARTICLE VII
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of
directors and for all other purposes shall be vested exclusively in the holders
of the outstanding common shares.

PREPARED BY:
CHARLES H. GELMAN, P.A.
1025 INGRAHAM BUILDING
25 S.E. 2ND AVENUE
MIAMI, FLORIDA 33131
(305) 579-9100

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ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Board of Directors is as follows: DOROTHY CAPLAN, 350 W. FLAGLER STREET, MIAMI, FLORIDA 33130.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles is: DOROTHY CAPLAN, 350 W. FLAGLER STREET, MIAMI, FLORIDA 33130.

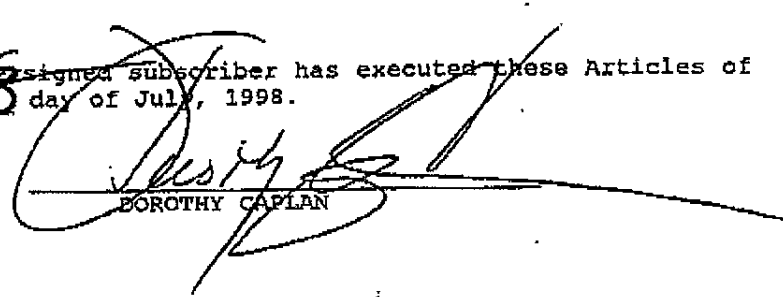
ARTICLE X
INITIAL REGISTERED AGENT

The street address of the initial registered agent is: 350 W. FLAGLER STREET, MIAMI, FLORIDA 33130.

ARTICLE XI
INITIAL OFFICE OF THE CORPORATION

The street address of the initial office of the Corporation is: 350 W. FLAGLER STREET, MIAMI, FLORIDA 33130.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 25 day of July, 1998.


DOROTHY CAPLAN

STATE OF FLORIDA)

ss:

COUNTY OF DADE)

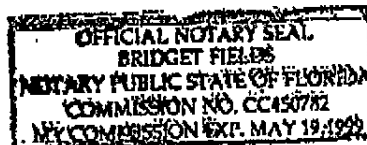
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgment, personally appeared, DOROTHY CAPLAN, to me known to be the person described in and who was identified by Florida Drivers License executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed the same.

WITNESS my hand and official seal in the State of Florida, County of Dade, on this 25 day of July, 1998.

My commission expires:


Notary Public

PREPARED BY:
CHARLES H. GELMAN, P.A.
1025 INGRAHAM BUILDING
25 S.E. 2ND AVENUE
MIAMI, FLORIDA 33131
(305) 579-9100



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

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

First-----That W.C. ENTERPRISES OF DADE, INC.
desiring to organize under
the laws of the State of Florida with its principal office, as indicated in the
Articles of Incorporation at City of Miami, County of Dade, State of Florida, has
named DOROTHY CAPLAN, located at 350 W. Flagler Street, Miami, Florida 33130 as
its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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


DOROTHY CAPLAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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