

Grau & Company, P.A.
Certified Public Accountants

Franz Capraro, C.P.A.
Joseph W. Curran, C.P.A.
Manuel M. Garcia, C.P.A.
Antonio J. Grau, C.P.A.
Antonio S. Grau, C.P.A.
Henry L. Janus, C.P.A.
Pablo R. Llerena, C.P.A.
Jose L. Urrechaga, C.P.A. (Retired)

111 N.E. First Street, 5th Floor • Miami, Florida 33132-2501
(305) 373-0123 • (800) 330-4728 • Fax (305) 374-4415

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August 20, 1998

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****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Articles of Incorporation of
WILCO Design & Architecture, Inc.

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation for the above mentioned corporation, together with my check in the sum of \$122.50 representing costs.

Kindly provide me with a certified copy of the articles once they have been filed.

Thank you in advance for your attention to our request.

Very truly yours,


Henry L. Janus
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 AM 7:59

2101 Corporate Boulevard, N.W., Suite #218
Boca Raton, Florida 33431
(561) 994-9299 • (800) 299-4728
Fax: (561) 994-5823

1975 East Sunrise Boulevard, Suite #600-B
Ft Lauderdale, Florida 33304
(954) 463-4977

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ARTICLES OF INCORPORATION

OF

WILCO Design & Architecture, Inc.

FILED
CLERK, DEPT. OF STATE
DIVISION OF CORPORATIONS

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THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

WILCO Design & Architecture, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow, money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and Registered Office of the Corporation in the State of Florida shall be:

Initial Registered Agent: Henry L. Janus
Initial Registered Office: 111 N.E. First Street, 5th Fl
Miami, Florida 33132-2501

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office in these articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



Registered Agent

ARTICLE VI

The initial Board of Directors shall consist of a total of (1) person and the name and address of the person who is to serve as initial director is:

Lynn Wilson
4201 Collins Avenue, Apt. 1003
Miami Beach, FL 33140

ARTICLE VII

The address of the principal office of this corporation is:

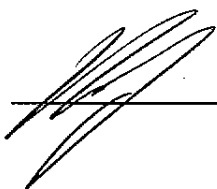
4201 Collins Avenue, Apt. 1003
Miami Beach, FL 33140

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Henry L. Janus
111 N.E. First Street, 5th Floor
Miami, Florida 33132-2501

IN WITNESS WHEREOF, the undersigned incorporator has(ve) executed these Articles of Incorporation this 20th day of August, 1998.

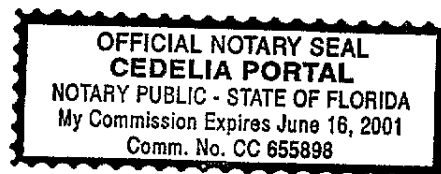


STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Henry L. Janus, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20th day of August, 1998.

Cedelia Portal
NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE



My commission expires June 16, 2001

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SECRETARY OF STATE
DIVISION OF CORPORATIONS