

(SAMPLE LETTER OF TRANSMITTAL)

P980000077725

Date AUG. 27, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400002631314--4

-09/02/98--01060--018

****122.50 ****122.50

Re: WSP CONSTRUCTION CORP. Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

EDWARD W. WIEDER
(individual's name)

WSP CONSTRUCTION CORP.
(name of corporation)

98 SEP -2 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

MAILING ADDRESS OF CORPORATION

16355 VANDERBILT DR. SUITE 104

BONITA SPRINGS, FL 34134

PHONE

(941) 948-0663

Area Code

Number

Ext.

ARTICLES OF INCORPORATION

of

WSP CONSTRUCTION CORP.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

WSP CONSTRUCTION CORP.ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1,000) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>WSP CONSTRUCTION CORP.</u>		
ADDRESS	<u>16355 VANDERBILT DR. SUITE 104</u>		
CITY	<u>BONITA SPRINGS</u>	FLORIDA	ZIP <u>34134</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>EDWARD W. WIEDER</u>		
ADDRESS	<u>27321 SW 164TH CT.</u>		
CITY	<u>HOMESTEAD</u>	FLORIDA	ZIP <u>33031</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>RAYMOND SOBEL SR.</u>		
ADDRESS	<u>6674 HUTLEY LN. N.</u>		
CITY	<u>NAPLES</u>	STATE <u>FL</u>	ZIP <u>34104</u>
NAME	<u>ROBERT T. PEARMAN</u>		
ADDRESS	<u>496 SHADE DR. E.</u>		
CITY	<u>VENICE</u>	STATE <u>FL</u>	ZIP <u>34293</u>
NAME	<u>EDWARD W. WIEDER</u>		
ADDRESS	<u>27321 SW 164TH CT</u>		
CITY	<u>HOMESTEAD</u>	STATE <u>FL</u>	ZIP <u>33031</u>

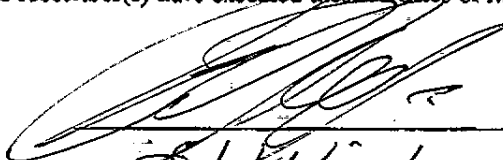
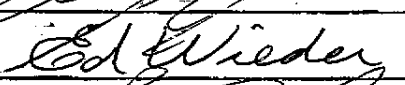
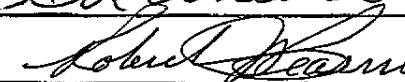
APPROVED
AND
FILED
38 SEP - 2 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	RAYMOND SOBEL SR.		
ADDRESS	6674 HUTLEY LN. N.		
CITY	NAPLES	STATE	FL ZIP 34104
NAME	EDWARD W. WIEDER		
ADDRESS	27321 SW 164 th ST.		
CITY	HOMESTEAD	STATE	FL ZIP 33031
NAME	ROBERT J. PEARMAN		
ADDRESS	496 SHADE DR. E.		
CITY	VENICE	STATE	FL ZIP 34292

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28 day of AUGUST, 1998.

(Seal)

(Seal)

(Seal)

STATE OF FLORIDA

COUNTY OF Dade

SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Raymond Sobel Sr. ; Edward W. Wieder, Robert J. Pearman

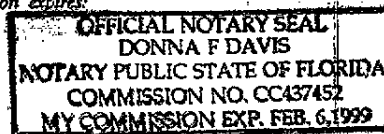
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 28 day of Aug, 1998.

(Notary Seal)


 (Notary Public, State of Florida at Large)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENTCERTIFICATE OF REGISTERED AGENT
OFWSP CONSTRUCTION CORP.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporationat 16355 VANDERBILT DR. SUITE 104BONITA SPRINGS, FL 34134has named EDWARD W. WIEDERlocated at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.Edward Wieder
(registered agent)APPROVED
AND
FILED98 SEP -2 AM 11:1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MINOR MIAMI