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11-12-1998 2:51 PM

FROM MOMBACH, BOYLE & HARDIN, P.A. 074143000064

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FLORIDA DIVISION OF CORPORATIONS

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FROM: MOMBACH, BOYLE & HARDIN, P.A.
074143000064

ACCT#:

CONTACT: MARCELLA BENITEZ

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(954)467-2210

NAME: WC SECOND AVENUE CORP.

AUDIT NUMBER.....H98000021120

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WC SECOND AVENUE CORP.

ARTICLE I

The name of the corporation is WC SECOND AVENUE CORP. and its mailing address and principal place of business is 288-Z Smith Sundry Road, Delray Beach, Florida, 33446.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida Business Corporation Act.

ARTICLE IV

The corporation is authorized to issue one thousand (1,000) shares of capital stock of the par value of One Dollar (\$1.00) each.

ARTICLE V

The street address of the initial registered office of the corporation is 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the corporation at that address is Geoffrey S. Mombach.

THIS INSTRUMENT PREPARED BY:
Geoffrey S. Mombach, Esq.
Mombach, Boyle & Hardin, P.A.
500 E. Broward Blvd., Suite 1950
Fort Lauderdale, Florida 33394
Florida Bar No. 201367
(954) 467-2200

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ARTICLE VI

The corporation shall have initially two (2) directors. The number of directors may be either increased or decreased from time to time as determined by the By-Laws.

The name and address of the initial directors of the corporation are:

Steven Wolf
288-Z Smith Sundry Road
Delray Beach, Florida 33446

James Chianelli
21364 Shannon Ridge Way
Boca Raton, Florida 33428

ARTICLE VII

The name and address of the person signing these Articles is: Geoffrey S. Mombach, 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394-3079.

ARTICLE VIII

The By-Laws of the corporation may be adopted, altered, amended, or repealed by either the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

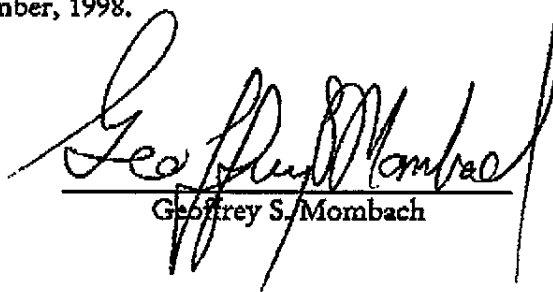
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ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

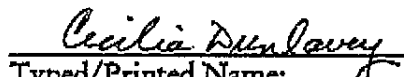
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 12th day of November, 1998.

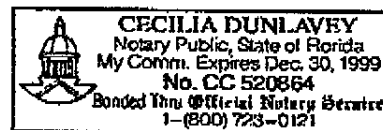

Geoffrey S. Mombach

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 12 day of November, 1998, by Geoffrey S. Mombach, who is personally known to me.


Typed/Printed Name:
Notary Public - State of Florida
Commission Expires:
Commission Number:



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FROM MOMBACH_BOYLE_HARDIN 19544672210

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I, Geoffrey S. Mombach, hereby accept the designation of Resident Agent for service of process upon WC Second Avenue Corp., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 12 day of November, 1998.


Geoffrey S. Mombach

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