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ACCOUNT NO. : 072100000032

REFERENCE : 147852 109928A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : February 25, 1999

ORDER TIME : 11:14 AM

ORDER NO. : 147852-010

700002787327--5

CUSTOMER NO: 109928A

CUSTOMER: Joseph C. Moffa, Esq  
MOFFA & MOFFA, P.A.  
MOFFA & MOFFA, P.A.  
One Financial Plaza, Ste 2202  
100 S.e. Third Avenue  
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: WIP - WATTL PROPERTY  
INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 25 PM 3:43

*JR 2/25/99*

DIVISION OF CORPORATION

99 FEB 25 PM 12:08

RECEIVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 FEB 25 PM 3:43

## ARTICLES OF INCORPORATION

of

WIP - WALTL PROPERTY INVESTMENTS, INC.

### ARTICLE I - Name and Address

The Name of this corporation is WIP - WALTL PROPERTY INVESTMENTS, INC. (hereafter referred to as the Corporation). The Corporation's principal address is One Financial Plaza, Suite 2202, Ft. Lauderdale, Florida 33394.

### ARTICLE II - Duration

This Corporation shall have perpetual existence commencing on the date these articles of incorporation are filed with the Florida Department of State.

### ARTICLE III - Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

### ARTICLE IV - Powers

This Corporation shall have all the powers conferred upon corporations organized under the laws of the Florida Statutes.

### ARTICLE V - Capital Stock

This Corporation is authorized to issue 25,000,000 shares of no par value common stock.

### ARTICLE VI - Pre-emptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro-rata share at the price at which it is offered to the others.

### ARTICLE VII- Initial Registered Agent and Office

The street address of the initial registered office and agent of this Corporation is The Law Offices of Moffa & Moffa P.A., One Financial Plaza, Suite 2202, Ft Lauderdale, Florida 33394, and the name of the initial registered agent of this Corporation, at that address, is Joseph C. Moffa.

#### ARTICLE VIII - Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either 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 director of this Corporation is:

Joseph C. Moffa  
One Financial Plaza, Suite 2202  
Fort Lauderdale, Florida 33394

#### ARTICLE IX- Incorporators

The name and address of the person signing these articles is:

Joseph C. Moffa  
One Financial Plaza, Suite 2202  
Fort Lauderdale, Florida 33394

#### ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XI - Indemnification

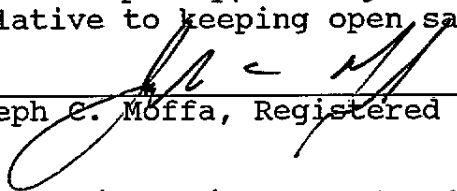
The Corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XII - Registered Agent

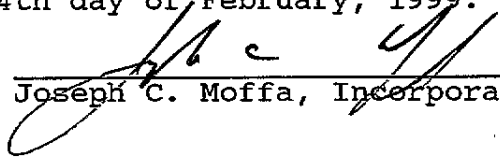
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Act:

FIRST -- That WIP - WALTL PROPERTY INVESTMENTS, INC., desiring to organize under the laws of the State of Florida with it's principal office, as indicated in these Articles of Incorporation, at the City of Fort Lauderdale, County of Broward, has named Joseph C. Moffa located at, The Law Offices of Moffa & Moffa P.A., One Financial Plaza, Suite 2202, Ft Lauderdale, Florida 33394 as its agent for service of process within this state.

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

  
\_\_\_\_\_  
Joseph C. Moffa, Registered Agent

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of February, 1999.

  
\_\_\_\_\_  
Joseph C. Moffa, Incorporator

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared Joseph C. Moffa who is personally known to me or who has produced a driver's license as identification to be the person who executed the forgoing Articles of Incorporation and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the location aforesaid this 24 day of February, 1999.

  
\_\_\_\_\_  
Notary Public, Location of \_\_\_\_\_

My Commission Expires:



JOHN A. MOFFA  
COMMISSION # CC 550242  
EXPIRES MAY 07, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 25 PM 3:43