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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

WTC BACKGROUNDS, INC.

F. CHESLER MAR 2 1999

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
WTC BACKGROUNDS, INC.

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ARTICLE I

The name of the corporation is WTC BACKGROUNDS, INC.

ARTICLE II

The corporation shall have perpetual existence unless sooner dissolved as provided by law.

ARTICLE III

The general nature of the business and the objects and purposes to be transacted by the corporation, and the powers and privileges to be exercised by it shall include any and all lawful business that is given to bodies corporate under the Statutes of the State of Florida, together with all rights, powers and privileges incident thereto.

ARTICLE IV

The capital stock of the corporation shall consist to five hundred (500) shares of common stock with \$1.00 par value, which stock shall be paid for in cash, real or personal property or services which shall be fixed by the Board of Directors of said corporation, and the stock shall be issued on the value so fixed. All stock shall be fully paid for and non-assessable.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ROGER D. HAAGENSON P.A.
Cumberland Building, Suite 601
800 East Broward Boulevard
Fort Lauderdale, Florida 33301
(954) 663-1331

Roger D. Haagen
ROGER D. HAAGENSON, ESQUIRE
Florida Bar No 170674

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ARTICLE VI

The street address of the initial principal and registered office of this corporation is 420 32nd Street, West Palm Beach, Florida 33407, and the name of the initial registered agent of this corporation is Roger D. Haagenson located at 800 East Broward Boulevard, Suite 601, Ft. Lauderdale, Florida 33301.

ARTICLE VII

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time and their method of election shall be as stated in the by-laws of the corporation. The total number of directors shall never be less than one (1). The name and address of the initial director of this corporation is: Ralph E. King, III; 420 32nd Street, West Palm Beach, Florida 33407.

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation is: Ralph E. King, III; 420 32nd Street, West Palm Beach, Florida 33407. The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Shares of the capital stock of this corporation shall be issued to the following people in the amount set opposite their name:

RALPH E. KING, III 250 SHARES

ROBERT A. GARRETT 250 SHARES

shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such are first offered to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE XI

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

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ARTICLE XII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE XIII

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

ARTICLE XIV

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

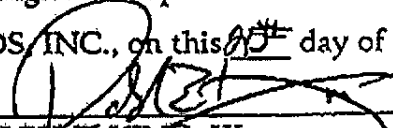
ARTICLE XV

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

ARTICLE XVI

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation of WTC BACKGROUNDS, INC., on this 23rd day of February, 1999.


RALPH E. KING, III

STATE OF FLORIDA)
)§
COUNTY OF BROWARD)

I HEREBY CERTIFY, that the foregoing instrument was acknowledged before me, this day, by RALPH E. KING, III. He is personally known to me.

WITNESS my hand and official seal in the county and state last aforesaid on this 23rd day of February, 1999.
My Commission Expires:




Notary Public - State of Florida

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

PURSUANT TO Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that WTC BACKGROUNDS, INC., desiring to organize under the laws of the State of Florida, with its principal address as indicated in the Articles of Incorporation, at the City of West Palm Beach, County of Palm Beach, State of Florida, has named Roger D. Haagenon; located at 800 East Broward Boulevard Suite N° 601, Ft. Lauderdale, Florida 33301, as its agent to accept service of process in this state.

I HEREBY AGREE to act as agent for WTC BACKGROUNDS, INC., to accept service of process within the State of Florida.


ROGER D. HAAGENSON

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