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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

7-7-99

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-07/12/99--01053--002
****131.25 *****87.50

FILED
99 JUL 12 PM 6:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: CW&E Franchise Corp

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 to cover the filing fee, certified copy and certificate.

From:

CW&E Franchise Corp
8480 NW 56 Street
Miami, FL 33166
(305) 436-6050

EFFECTIVE DATE
2-2-99

FILED
99 JUL 12 PM 6:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION CW&E FRANCHISE CORP

ARTICLE I-NAME

The name of the corporation shall be:
CW&E FRANCHISE CORP

ARTICLE II-PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8480 North West 56 Street
Miami, FL 33166

ARTICLE III-SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 (one thousand) at \$1.00 par value, which shall be the only class of stock

ARTICLE IV-INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Gerald N. Askowitz
c/o CW&E Franchise Corp
8480 NW 56 Street
Miami, FL 33166

ARTICLE V-INCORPORATORS

Clifford MacBroom
11200 Orange Drive
Davie, FL 33330

Gerald Askowitz
12101 SW 93 Avenue
Miami, FL 33176

ARTICLE VI-DIRECTORS

There will be three Directors of the Corporation and they will act as the only officers of the corporation. The initial directors are the same as those listed in Article V.

ARTICLE VII-INDEMNIFICATION

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

ARTICLE VIII-PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the law of the United States and of the State of Florida.

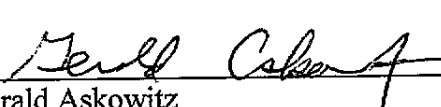
ARTICLE IX-COMMENCEMENT OF EXISTENCE

This Corporation shall commence to exist on the date of subscription of these Articles if filed within five days with the Secretary of State, the State of Florida.

The undersigned incorporators have executed these Articles of Incorporation this 7th day of July 1999.



Clifford MacBroom



Gerald Askowitz

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

CW&E Franchise Corp

2. The name and address of the registered office is:

Gerald N. Askowitz
c/o CW&E Franchise Corp
8480 NW 56 Street
Miami, FL 33166

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gerald Askowitz
signature

7-9-99
date

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99 JUL 12 PM 6:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA