

Division of Corporations

Page 1 of 2

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : PEARSON & MAYER, P.A.

Account Number : 110640002340

Phone : (305) 668-4433

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**W.B.E. Venture Capital, Inc.**

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## ARTICLES OF INCORPORATION

OF

W.B.E. Venture Capital, INC.

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The undersigned, acting as incorporator of W.B.E. Venture Capital, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

## ARTICLE I. Name

The name of the corporation is: W B.E. Venture Capital, INC.

## ARTICLE II. Address

The mailing address of the corporation is Suite D, 2929 University Drive, Coral Springs, Florida 33065.

## ARTICLE III. Commencement of Existence

The existence of the corporation will commence on the filing of these Articles of Incorporation.

## ARTICLE IV. Purpose

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

## ARTICLE V. Authorized Shares

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

## ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 1320 S Dixie Highway, Suite 811, Coral Gables, Florida 33146 and the name of the corporation's initial registered agent at that address is Robert M. Mayer, Esq.

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## ARTICLE VII. Initial Board of Directors

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial director is Carol Heaven, 150 NW 79<sup>th</sup> Street, Miami, Florida 33150.

## ARTICLE VIII. Incorporator

The name and street address of the incorporator is Robert M. Mayer, 1320 S. Dixie Hwy, Suite 811, Coral Gables, Florida, 33146.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

## ARTICLE IX. Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

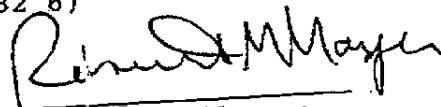
## ARTICLE X. Amendments

The corporation reserves the right to amend, alter, change, or repeal any provision in the Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 12<sup>th</sup> day of November 1999.

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Robert M. Mayer,  
Incorporator

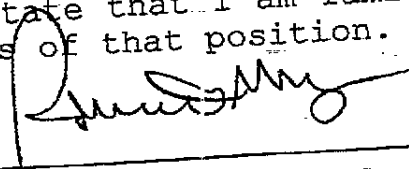
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the  
following is submitted:

That W.B.E. Venture Capital, INC., desiring to organize  
under the laws of the State of Florida with its initial  
registered office, as indicated in the Articles of  
Incorporation, at , has named Robert M. Mayer as its  
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for W.B.E.  
Venture Capital, INC. at the place designated in this  
certificate, I agree to act in that capacity and to  
comply with the provisions of the Florida Business  
Corporation Act, and state that I am familiar with, and  
accept, the obligations of that position.

  
Robert M. Mayer,  
Registered Agent

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