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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Wendward Inc.

FILED  
 97 DEC 31 PM 4:37  
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 TALLAHASSEE, FLORIDA

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Certificate of Status

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ARTICLES ONLY

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 DIVISION CORPORATION

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NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*wgn-26/171*

Ordered By: \_\_\_\_\_

**K. Rolfe JAN 2 1998**

Date: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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97 DEC 30 PM 4:22  
DIVISION OF CORPORATION

November 19, 1997

UCC FILING & SEARCH  
526 EAST PARK AVENUE  
TALLAHASSEE, FL

SUBJECT: WENDWARD INC.  
Ref. Number: W97000026171

*Corrected*  
*12/31/97*

We have received your document for WENDWARD INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 997A00055521

97 DEC 31 PM 2:00  
DIVISION OF CORPORATION

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97 DEC 31 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

02 W, Inc.

The undersigned incorporator, for the purpose of forming corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be 02 W, Inc.

ARTICLE II.

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III.

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is one hundred (100) shares. All such shares shall be of a single class, designated as common, with a par value of One dollar (\$1.00) per share.

ARTICLE IV.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

**Prepared by:**

Manuel Farach, Esq.

Florida Bar No. 612138

Brackett, Sned, Welch, D'Angio, Tucker & Farach, P.A.

P.O. Box 3746

West Palm Beach, FL 33402

02 W, Inc.  
Articles of Incorporation

ARTICLE V.

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI.

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII.

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII.

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

O2 W, Inc.  
Articles of Incorporation

ARTICLE IX.

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial director be:

Manuel Farach  
Third Floor  
218 Datura Street  
West Palm Beach, Florida 33401.

ARTICLE X.

The initial registered agent of the corporation is Manuel Farach. The street address of the corporation's initial registered office is:

Third Floor  
218 Datura Street  
West Palm Beach, Florida 33401.

ARTICLE XI.

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

1141 Marine Way East  
#H2L  
Jupiter, FL 33408.

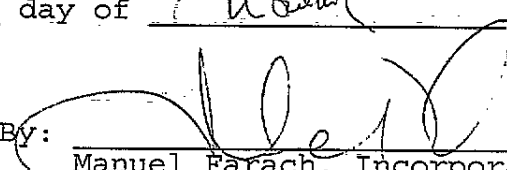
ARTICLE XII.

The name and address of the incorporator to these Article of Incorporation is:

Manuel Farach, Esq.  
Third Floor  
218 Datura Street  
West Palm Beach, Florida 33401.

02 W, Inc.  
Articles of Incorporation

The undersigned incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of November 1997.

By:   
Manuel Farach, Incorporator

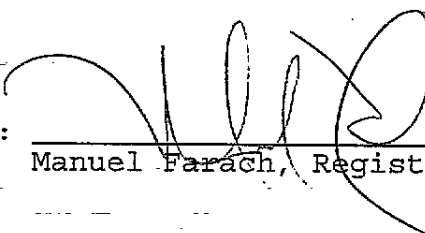
**ACCEPTANCE OF REGISTERED AGENT**

I agree to act as Registered Agent to accept service of process for the corporation named above at the following place:

Manuel Farach, Esq.  
Florida Bar Number 612138  
Third Floor  
218 Datura Street  
West Palm Beach, Florida 33401.

I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

DATED this 18<sup>th</sup> day of November, 1997.

By:   
Manuel Farach, Registered Agent

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TALLAHASSEE, FLORIDA