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**P96000064732**



PROMPTCARE  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 040947 4329479

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 131.25

ORDER DATE : August 2, 1996

ORDER TIME : 8:55 AM

ORDER NO. : 040947

CUSTOMER NO: 4329479

00001911556

CUSTOMER: Karen Bohn, Legal Assistant  
BAKER & HOSTETLER

2300 Sun Bank Ctr., Box 112  
200 South Orange Avenue  
Orlando, FL 32802

DOMESTIC FILING

NAME: BVWD WAREHOUSE, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

*8/2/96*

FILED  
SECRETARY OF STATE  
CORPORATIONS  
96 AUG -2 PM 12:10

DIVISION OF CORPORATIONS  
96 AUG -2 PM 11:20

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 AUG -2 PM 12: 10

**Articles of Incorporation**  
**of**  
**BVWD WAREHOUSE, INC.**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is BVWD WAREHOUSE, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation is 1065 Rainer Drive, P.O. Box 160007, Altamonte Springs, Florida, 32716.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 1065 Rainer Drive, in the City of Altamonte Springs, County of Seminole. The name of the registered agent at such address is Timothy G. Pipkorn.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock"), \$.01 par value per share.

#### ARTICLE VI

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 South Orange Avenue Suite 2300 Post Office Box 112 Orlando, Florida 32802

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Gary E. Brown	P.O. Box 160007 Altamonte Springs, Florida 32716
Harold J. Von Weller	P.O. Box 160007 Altamonte Springs, Florida 32716
Steven S. Davis	P.O. Box 160007 Altamonte Springs, Florida 32716

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock 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 early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

## ARTICLE X

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## ARTICLE XI

### Indemnification

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

## ARTICLE XII

### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 1<sup>st</sup> day of August, 1996.

A.G.C. Co.

By: [Signature]  
Richard T. Fulton  
Vice President

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of August, 1996, by Richard T. Fulton as Vice President of A.G.C. Co., an Ohio corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

[Signature]  
(Notary Signature)

(NOTARY SEAL)

Karen L. Bohn  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_



KAREN L. BOHN  
MY COMMISSION # CC434647 EXPIRES  
September 10, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That BVWD WAREHOUSE, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Altamonte Springs, County of Seminole, State of Florida, has named Timothy G. Pipkorn, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.

  
Timothy G. Pipkorn

DATED: August 1, 1996