

F96000092943

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EXPIRES
11-7-96

100002000711--7
-11/08/96--01038--007
*****70.00 *****70.00

SUBJECT: WOOD, STOVE & STEEL, #2, INC.
(Proposed corporate name - must include suffix)

FILED
96 NOV -8 PM 2:19
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: SUSAN M. TRUPPE
Name (Printed or typed)

543 MYSTIC WOOD
Address

CAESSEBERRY FL 32707
City, State & Zip

407-699-0164
Daytime Telephone number

NOV 13 1996

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
WOOD, STONE & STEEL, # 2, INC.

FILED
~~11-7-94~~ ARTICLE 1. NAME

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is:

WOOD, STONE & STEEL, #2 INC.

ARTICLE 2. PURPOSE

This corporation is organized for the following purposes:

To engage in any or all lawful business for which a corporation may be incorporated under the laws of Florida.

ARTICLE 3. POWERS

- a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d. To lend money to, and use its credit to assist its officers and employees in accordance with law.
- e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any part of its property, franchises and income.

g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

j. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

k. To make donations for the public welfare or for charitable, scientific or educational purposes.

l. To transact any lawful business that the board of directors shall find will be in aid of governmental policy.

m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

n. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

o. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE 4. CORPORATE EXISTENCE

This corporation shall commence existence upon signing of these Articles, and shall have perpetual existence.

ARTICLE 5. PRINCIPAL OFFICE

The address of the principal office of the corporation is:

605 Market Street, Suite 150
Celebration, FL 34747

ARTICLE 6. REGISTERED AGENT AND OFFICE

The initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

SUSAN M. TRUPPE
543 Mystic Wood
Casselberry, FL 32707

ARTICLE 7. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Common Stock having a par value of \$.01 per share.

ARTICLE 8. OFFICERS

The corporation shall have the following offices and officers initially, which may be changed by the Board of Directors or by the shareholders at any duly called and constituted meeting:

President	Susan M. Truppe
Vice-President	Charles L. Houck

ARTICLE 9. INITIAL BOARD OF DIRECTORS

This corporation shall have a Board of Directors. The number of directors may be either increased or diminished from time to time by the shareholders at any duly called and constituted meeting. The names and addresses of the initial directors of this corporation are:

SUSAN M. TRUPPE
543 MYSTIC WOOD
CASSELBERRY, FL 32707

ARTICLE 10. CUMULATIVE VOTING FOR DIRECTORS

Each shareholder is entitled to cumulate his votes for the directors of the corporation. He is entitled to multiply the number of votes he is entitled to cast by the number of directors for whom he is entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

ARTICLE 11. PREEMPTIVE RIGHTS

The corporation shall have preemptive rights. Each shareholder of the corporation shall have a preemptive right to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them. In such event, the board of directors shall prescribe uniform terms and conditions in order to provide a fair and reasonable opportunity to exercise this right.

ARTICLE 12. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE 13. RESTRICTIONS ON TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the Bylaws or by agreement of the shareholders.

ARTICLE 14. AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to reservation.

ARTICLE 15. INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

SUSAN M. TRUPPE
543 MYSTIC WOOD
CASSELBERRY, FL 32707

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 7th day of November, 1996.



Susan M. Truppe

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is: Wood Stone & Steel, #2, INC.

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

SUSAN M. TRUPPE
(NAME)

543 MYSTIC WOOD
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

CASSELBERRY, FL 32707
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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.

Susan M. Truppe
(SIGNATURE)

11-7-96
(DATE)