

F02000005848

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

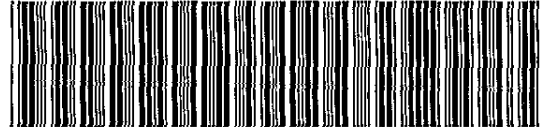
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

ADDED S to MARINA  
an application to  
match certificate

RC 6/28

Office Use Only



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06/22/05--01022--017 \*\*49.75

FILED  
05 JUN 22 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CC

NC  
RCB  
6/28

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** WCC Merger Corporation  
(Name of corporation)

**DOCUMENT NUMBER:** F02000005848

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Valerie A. Taylor  
(Name of person)

Hughes Supply, Inc.  
(Name of firm/company)

One Hughes Way  
(Address)

Orlando, FL 32805  
(City/state and zip code)

For further information concerning this matter, please call:

Valerie A. Taylor at ( 407 ) 822-2123  
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &  
Certificate of Status

☒

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐

\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F02000005848

(Document number of corporation (if known))

**FILED**  
**05 JUN 22 PM 12:22**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

1. WCC Merger Corporation

(Name of corporation as it appears on the records of the Department of State)

2. Georgia

(Incorporated under laws of)

3. November 22, 2002

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 21, 2004

5. Hughes Building Material Group, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

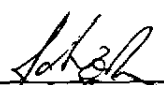
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

John Z. Pare

(Typed or printed name of person signing)

6/6/05

(Date)

Secretary

(Title of person signing)

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 051580978  
CONTROL NUMBER : K828279  
DATE INC/AUTH/FILED: 07/29/1998  
JURISDICTION : GEORGIA  
PRINT DATE : 06/07/2005  
FORM NUMBER : 215

HUGHES SUPPLY, INC.  
VALERIE A. TAYLOR  
501 W. CHURCH ST  
ORLANDO, FL 32805

**CERTIFIED COPY**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**HUGHES BUILDING MATERIALS GROUP, INC.**  
**A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



  
Cathy Cox  
Secretary of State

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 051221005  
CONTROL NUMBER : K828279  
EFFECTIVE DATE : 05/02/2005  
REFERENCE : 0091  
PRINT DATE : 05/02/2005  
FORM NUMBER : 411

CSC NETWORKS, INC.  
DAVID HOLCOMB #310  
900 OLD ROSWELL LAKES PKWY.  
ROSWELL GA 30076

**CERTIFICATE OF MERGER**

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

**Surviving Entity:**

**HUGHES BUILDING MATERIALS GROUP, INC., A GEORGIA CORPORATION**

**Nonsurviving Entity/Entities:**

**NATIONAL CONSTRUCTION PRODUCTS, INC., A GEORGIA CORPORATION**



  
CATHY COX  
SECRETARY OF STATE

05/22/005

ARTICLES OF MERGER  
OF  
HUGHES BUILDING MATERIALS GROUP, INC.  
AND  
NATIONAL CONSTRUCTION PRODUCTS, INC.

K828279\*  
K221303

To the Secretary of State  
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging National Construction Products, Inc. (the "Merging Corporation") with and into Hughes Building Materials Group, Inc. (the "Surviving Corporation") as adopted by the unanimous written consent of the Board of Directors of the Merging Corporation on May 2, 2005 and adopted by the unanimous written consent of the Board of Directors of the Surviving Corporation on May 2, 2005.

2. The merger was duly approved by the shareholders of the Merging Corporation and the Surviving Corporation.

3. The Surviving Corporation will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Georgia Business Corporation Code.

4. This Article constitutes an undertaking by the Surviving Corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

5. The merger herein provided for shall take effect upon filing.

Executed on May 2, 2005

HUGHES BUILDING MATERIALS  
GROUP, INC.

NATIONAL CONSTRUCTION  
PRODUCTS, INC.

By: John Z. Paré  
John Z. Paré, Secretary

By: John Z. Paré  
John Z. Paré, Secretary

# 2800192\_v1

SECRETARY OF STATE  
2005 MAY - 2 P 2: 28  
CORPORATIONS DIVISION

## PLAN OF MERGER

THIS PLAN OF MERGER is adopted by National Construction Products, Inc., a corporation for profit organized under the laws of the State of Georgia, by the unanimous written consent of its Board of Directors on May 2, 2005, and adopted by Hughes Building Materials Group, Inc., a corporation for profit organized under the laws of the State of Georgia, by the unanimous written consent of its Board of Directors on May 2, 2005. The names of the corporations planning to merge are National Construction Products, Inc., a corporation for profit organized under the laws of the State of Georgia, and Hughes Building Materials Group, Inc., a corporation for profit organized under the laws of the State of Georgia. The name of the surviving corporation into which National Construction Products, Inc. plans to merge is Hughes Building Materials Group, Inc.

1. National Construction Products, Inc. and Hughes Building Materials Group, Inc. shall, pursuant to the provisions of the Georgia Business Corporation Code, be merged with and into a single corporation, to wit, Hughes Building Materials Group, Inc., which shall be the surviving corporation when the merger takes effect and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Georgia Business Corporation Code. The separate existence of National Construction Products, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease when the merger takes effect in accordance with the provisions of the Georgia Business Corporation Code.

2. The Articles of Incorporation of the surviving corporation when the merger takes effect shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Georgia Business Corporation Code.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Georgia Business Corporation Code.

4. The directors and officers in office of the surviving corporation when the merger takes effect shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective successors until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation when the merger takes effect shall be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued when the merger takes effect shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving

corporation for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Georgia Business Corporation Code, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Georgia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

# 2800192\_v1



**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 050130943  
CONTROL NUMBER: K828279  
EFFECTIVE DATE: 12/31/2004  
REFERENCE : 0045  
PRINT DATE : 01/13/2005  
FORM NUMBER : 611

CSC NETWORKS, INC.  
DAVID HOLCOMB #310  
900 OLD ROSWELL LAKES PKWY.  
ROSWELL, GA 30076

**CERTIFICATE OF NAME CHANGE AMENDMENT**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**WCC MERGER CORPORATION**  
**A DOMESTIC PROFIT CORPORATION**

has filed articles of amendment in the Office of the Secretary of State changing its name to

**HUGHES BUILDING MATERIALS GROUP, INC.**

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Cathy Cox*

Cathy Cox  
Secretary of State

ARTICLES OF AMENDMENT  
WCC MERGER CORPORATION

I.

The name of the corporation is:

WCC MERGER CORPORATION

II.

The Articles of Incorporation are hereby amended by deletion of Article One in its entirety and substituting in lieu thereof a new Article One to read as follows:

1. Name. The name of the corporation is Hughes Building Materials Group, Inc.

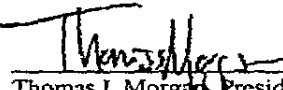
III.

The Amendment to the Articles of Incorporation to change the name of the corporation was adopted by the unanimous consent of all of the Directors of WCC Merger Corporation, dated December 21, 2004 and by the consent of the sole shareholder of WCC Merger Corporation dated December 21, 2004.

IV.

The publication of "Notice of Change of Corporate Name" will be published pursuant to O.C.G.A. 14-2-1006.1(b).

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on its behalf and the foregoing attested all by its respective duly authorized officers on the 21<sup>st</sup> day of December, 2004.

  
Thomas I. Morgan, President

# 2437267\_v1

SECRETARY OF STATE  
2004 DEC 31 P 12:01  
CORPORATIONS DIVISION

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : K91230924  
CONTROL NUMBER: K828279  
EFFECTIVE DATE: 05/03/1999  
REFERENCE : 0077  
PRINT DATE : 05/03/1999  
FORM NUMBER : 411

CSC

HEATHER K. KLINZING  
STE 660, 100 PEACHTREE ST.  
ATLANTA, GEORGIA 30303

**CERTIFICATE OF MERGER**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:  
WCC MERGER CORPORATION  
a Georgia corporation

Nonsurviving Entity/Entities:  
W. C. CAYE & COMPANY, INC.  
a Georgia corporation



*Cathy Cox*

Cathy Cox  
Secretary of State

K 91230924

ARTICLES OF MERGER  
OF  
W.C. CAYE & COMPANY  
AND  
WCC MERGER CORPORATION

Pursuant to the provisions of the Georgia Business Corporation Code (the "Code"), the corporations herein named do hereby adopt the following articles of merger.

1. The attached Plan and Agreement of Merger (the "Plan of Merger") for merging W.C. CAYE & COMPANY, a Georgia corporation (the "Company"), with and into WCC MERGER CORPORATION, a Georgia corporation ("Merger Corp."), has been adopted by the respective Boards of Directors of Company and Merger Corp.

2. The merger has been duly approved by the shareholders of Company and Merger Corp.

3. Merger Corp. shall continue in existence as the surviving corporation.

4. Hughes Supply, Inc., a Florida corporation, is supplying the consideration for this merger, and therefore has been made a party hereto.

5. The merger herein provided for shall take effect on the date that these articles of merger are filed with the Secretary of State of the State of Georgia.

6. The Plan of Merger is on file with the principal place of business of the Merger Corp., the surviving corporation, located at 20 North Orange Avenue, Suite 200, Orlando, Florida 32801, and is available without cost to the shareholders of the Company and the Merger Corp. upon request.

7. Merger Corp. shall submit the request for publication of notice of intent to file these articles as required by O.C.G.A. Section 14-2-1105.1.

(The remainder of this page intentionally left blank.)

\*

IN WITNESS WHEREOF, the parties have duly executed this Plan of Merger as of the date first above written.

"Company"

W.C. CAYE & COMPANY

By: Benjamin P. Butterfield  
Benjamin P. Butterfield, Secretary

"Parent"

HUGHES SUPPLY, INC.

By: Benjamin P. Butterfield  
Benjamin P. Butterfield, Secretary

"Merger Corp."

WCC MERGER CORPORATION

By: Benjamin P. Butterfield  
Benjamin P. Butterfield, Secretary

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SECRETARY OF STATE  
MAY 3 11 23 AM '99  
B5-101

## PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER (this "Plan of Merger"), dated as of April 29, 1999 ("Plan of Merger"), between W.C. CAYE & COMPANY, a Georgia corporation (the "Company"), HUGHES SUPPLY, INC., a Florida corporation ("Parent"), and WCC MERGER CORPORATION, a Georgia corporation and a wholly-owned subsidiary of Parent ("Merger Corp."), (Company and Merger Corp. being collectively referred to in this Merger Agreement as the "Constituent Corporations").

### RECITALS:

The Board of Directors of the Parent has authorized the Parent's execution and delivery of, and its performance under, this Plan of Merger and the respective Boards of Directors of the Constituent Corporations have authorized the execution and delivery of this Plan of Merger, recommended the approval of this Plan of Merger by the shareholders of their respective Constituent Corporations, and authorized the performance of this Plan of Merger by such Constituent Corporations, subject to such shareholder approval pursuant to the Georgia Business Corporation Code (the "Code").

NOW, THEREFORE, Parent and the Constituent Corporations agree as follows:

### ARTICLE I

#### The Constituent Corporations

### ARTICLE I

#### The Constituent Corporations

1.1 Company. The Company was incorporated under the laws of the State of Georgia on January 5, 1946. The authorized Common Stock of the Company consists of 1000 shares of \$100 par value common capital stock, of which 305.33 shares are issued and outstanding (hereinafter referred to as the "Company Common Stock").

1.2 Merger Corp. Merger Corp. was incorporated under the laws of the State of Georgia on July 29, 1998. The authorized capital stock of Merger Corp. consists of 1,000 shares of Common Stock, par value \$1.00 per share, of which 1,000 shares are issued and outstanding (the "Merger Corp. Common Stock").

### ARTICLE II

#### Shareholder Approval

This Plan of Merger must be approved by a majority of the issued and outstanding shares of Common Stock of each of the Constituent Corporations.

## ARTICLE III

### The Merger

#### 3.1 Merger; Effective Time; Surviving Corporation.

(a) Merger; Effective Time. The merger of Company with and into Merger Corp. (the "Merger") shall become effective at the time (the "Effective Time of the Merger") when appropriate Articles of Merger to effect the Merger have been filed with the Secretary of State of the State of Georgia pursuant to Section 14-2-1105 of the Code.

(b) Surviving Corporation. At the Effective Time of the Merger, the Company shall be merged with, and into, Merger Corp., and the separate corporate existence of the Company shall then cease. Merger Corp. (the "Surviving Corporation") shall be the surviving corporation in the Merger and the separate corporate existence of Merger Corp., with all its purposes, objects, rights, privileges, powers, immunities, and franchises, shall continue unaffected and unimpaired by the Merger.

#### 3.2 Succession; Transfer Documents.

(a) Succession to Rights and Obligations Company. As a result of the Merger, the Surviving Corporation shall succeed to all of the rights, privileges, powers, immunities and franchises of Company and all of the properties and assets of Company and all of the debts, causes in action and other interests due or belonging to Company, and shall be subject to, and responsible for, all of the debts, liabilities, and obligations of Company with the effect set forth in the Code.

(b) Transfer Documents. If, at any time after the Effective Time of the Merger, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances, or other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in the Surviving Corporation its rights, title, or interest in, to, or under, any of the rights, properties, or assets of Company acquired, or to be acquired, by the Surviving Corporation as a result of, or in connection with, the Merger, or to otherwise carry out this Plan of Merger, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver, in the name and on behalf of the Constituent Corporations or otherwise, all deeds, bills of sale, assignments, and assurances, and to take and do, in the name and on behalf of the Constituent Corporations, or otherwise, all other actions and things necessary or desirable to vest, perfect, or confirm any and all right, title, and interest in, to, and under those, rights properties or assets in the Surviving Corporation or to otherwise carry out this Plan of Merger.

## ARTICLE IV

### Articles of Incorporation, By-Laws, Directors, and Officers of the Surviving Corporation

4.1 Articles of Incorporation. The Articles of Incorporation of Merger Corp., amended as of the Effective Time of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until further amended as provided by law and those Articles of Incorporation.

4.2 By-Laws. The By-Laws of Merger Corp. in effect immediately prior to the Effective Time of the Merger shall be the By-Laws of the Surviving Corporation unless and until amended or repealed as provided by law, the Articles of Incorporation, and the By-Laws of the Surviving Corporation.

4.3 Directors and Officers. The directors of Merger Corp. immediately prior to the Effective Time of the Merger shall be the directors of Surviving Corporation after the Merger. The officers of Merger Corp. immediately prior to the Effective Time of the Merger shall be the officers of Surviving Corporation after the Merger. In each case, each director and officer shall continue in the position until a successor has been elected and shall qualify, or until otherwise provided by law, the Articles of Incorporation, and By-Laws of the Surviving Corporation.

#### ARTICLE V

##### Effect of the Merger on the Capital Stock of the Constituent Corporations

5.1 Effect on Capital Stock. As of the Effective Time of the Merger, by virtue of the Merger, and without any action on the part of the holder of any shares of Company Common Stock:

(a) Capital Stock of Company Canceled. At the Effective Time of the Merger each certificate representing shares of Company Common Stock shall be deemed canceled and extinguished.

(b) Capital Stock of Merger Corp. Remains Outstanding as Capital Stock of the Surviving Corporation. Each issued and outstanding share of the Merger Corp. Common Stock shall continue to be issued and outstanding as an issued and outstanding as a share of common stock of the Surviving Corporation. Each stock certificate of Merger Corp. evidencing ownership of any Merger Corp. shares shall continue to evidence ownership of the outstanding shares of capital stock of the Surviving Corporation

#### ARTICLE VI

##### Termination and Amendment

6.1 Mutual Consent. Notwithstanding the approval of this Plan of Merger by the shareholders of Company and Merger Corp., this Plan of Merger may be terminated at any time prior to the Effective Time of the Merger by mutual agreement of the Boards of Directors of the Company and Merger Corp.

6.2 Effect of Termination. In the event of the termination of this Plan of Merger as provided above, this Plan of Merger shall then become void and there shall be no liability on the part of either Company, the Parent or Merger Corp., or their respective officers or directors.

6.3 Amendment. This Plan of Merger may be amended by the parties at any time before or after its approval by the shareholders of either Company or Merger Corp., but, after shareholder approval, no amendment shall be made which by law requires the further approval of shareholders without obtaining shareholder approval. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties.

6.4 Governing Law. This Plan of Merger shall be governed in all respects, including validity, interpretation, and effect, by the local laws of the State of Georgia.

6.5 Counterparts. This Plan of Merger may be executed in counterparts, each of which shall be deemed an original, but which taken together shall constitute one and the same instrument.



Executed as of the 29th day of April, 1999.

"Merger Corp."

WCC MERGER CORPORATION

By: Benjamin P. Butterfield  
Benjamin P. Butterfield, Secretary

HUGHES SUPPLY, INC.

By: Benjamin P. Butterfield  
Benjamin P. Butterfield, Secretary

"Company"

W.C. CAYE & COMPANY

By: Benjamin P. Butterfield  
Benjamin P. Butterfield, Secretary

J:\DOCS\Caye\Articles of Merger 2.doc

1999  
MAY 3 11 13 AM '99  
SECRETARY OF STATE

**Secretary of State**  
**Corporations Division**  
**Suite 315, West Tower**  
**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 9828279  
EFFECTIVE DATE: 07/29/1998  
COUNTY : FULTON  
REFERENCE : 0077  
PRINT DATE : 07/29/1998  
FORM NUMBER : 311

CT CORPORATION SYSTEM  
RACHEL LITTLE  
1201 PEACHTREE STREET, NE  
ATLANTA, GA 30361

**CERTIFICATE OF INCORPORATION**

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**WCC MERGER CORPORATION**  
**A DOMESTIC PROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State

**ARTICLES OF INCORPORATION  
OF  
WCC MERGER CORPORATION**

1. **Name.** The name of the Corporation is WCC Merger Corporation.
2. **Authorized Capital.** The Corporation shall have authority to issue 1,000 shares of common stock, \$.01 par value.
3. **Registered Agent and Registered Office.** The name and address of the initial Registered Agent and the Registered Office of the Corporation are:

<u>Name</u>	<u>Address (including county)</u>
CT Corporation System	1201 Peachtree Street, N.E. Atlanta, Fulton County, GA 30361

4. **Incorporator.** The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Mark A. Loeffler	Powell, Goldstein, Frazer & Murphy Sixteenth Floor 191 Peachtree Street, NE Atlanta, GA 30361

5. **Principal Office.** The mailing address of the initial principal office of the Corporation is:

CT Corporation System  
1201 Peachtree Street, NE  
Atlanta, GA 30361

6. **Initial Board of Directors.** The initial Board of Directors shall consist of 3 members who shall be and whose addresses are:

<u>Name</u>	<u>Address</u>
David H. Hughes	20 N. Orange Avenue Suite 200 Orlando, FL 32801
A. Stewart Hall, Jr.	20 N. Orange Avenue Suite 200 Orlando, FL 32801
J. Stephen Zepf	20 N. Orange Avenue Suite 200 Orlando, FL 32801

7. **Personal Liability of Board of Directors.** The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the Georgia Business Corporation Code, as the same may be amended and supplemented (the "Code").
8. **Shareholders' Actions by Written Consent.** Any action required or permitted by the provisions of the Code to be taken at a shareholders' meeting may be taken without a meeting in accordance with of Section 14-2-704 of the Code if the action is taken by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted. Notice of such action without a meeting by less than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.
9. **Indemnification of Officers and Directors.** The Corporation shall, to the fullest extent permitted by the provisions of the Code, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the Code from and against any and all of the expenses, liabilities, or other matters referred to in or covered by the Code. Any indemnification effected under this provision shall not be deemed exclusive of rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

[Remainder of This Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 28<sup>th</sup> day of July, 1998.

  
\_\_\_\_\_  
Mark A. Loeffler, Incorporator

::ODMA\PCDOCS\ATL\228499\1

SECRETARY OF STATE  
JUL 23 11 09 AM '98



LEWIS A. MASSEY  
Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION  
Suite 315, West Tower, 2 Martin Luther King Jr., Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

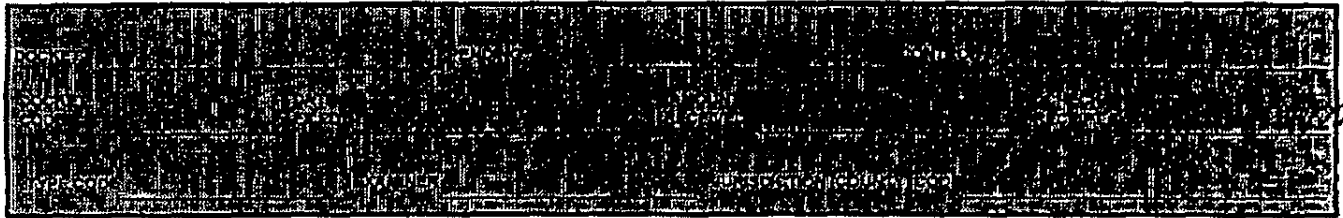
Registered agent, officer, entity status information on the Internet  
<http://www.sos.state.ga.us>

CATHY COX  
Assistant Secretary of State -  
Operations


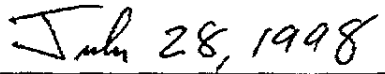
WARREN H. RARY  
Director

TRANSMITTAL INFORMATION  
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY



NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.

1. 982080565		
Corporate Name Reservation Number		
WCC Merger Corporation		
Corporate Name		
2. Mark A. Loeffler		
Applicant/Attorney		404-572-6784
Powell, Goldstein, Frazer & Murphy		Telephone Number
Sixteenth Floor, 191 Peachtree Street, N.E., Atlanta, GA 30303		
Address		
Atlanta	GA	30303
City	State	Zip Code
3.		
<p>I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.</p> <p>Mail or deliver to the Secretary of State, at the above address, the following:</p> <ul style="list-style-type: none"> <li>1) This transmittal form</li> <li>2) The original and one copy of the Articles of Incorporation</li> <li>3) A filing fee of \$60.00 payable to Secretary of State.</li> </ul>		
 Authorized Signature		 Date
FILING FEES ARE NON - REFUNDABLE		
FORM 227		