

E980000005376



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 952626 4322291

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : September 4, 1998

ORDER TIME : 3:14 PM

ORDER NO. : 952626-005

CUSTOMER NO: 4322291

CUSTOMER: Claire Taylor, Legal Asst
Powell Goldstein Frazer &
16th Floor
191 Peachtree St., N.e.
Atlanta, GA 30303

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FOREIGN FILINGS

NAME: WCC MERGER CORPORATION

QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

RECEIVED
XXXXX
98 SEP 25 PM 4 10
DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 SEP 25 AM 10:02

FILED

LR 9/25

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. WCC Merger Corporation

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia

(State or country under the law of which it is incorporated)

3. 58-2409339
(FEI number, if applicable)

4. July 29, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. September 1, 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. Post Office Box 2273

Orlando, FL 32802

(Current mailing address)

8. Subsidiary formed for acquisition purposes

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company

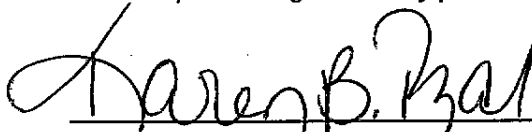
Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



(Registered agent's signature) (Officer)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: (See attached officers/directors rider)

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. A. Stewart Hall, Jr., Vice President
(Typed or printed name and capacity of person signing application)

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OFFICERS AND DIRECTORS OF
WCC MERGER CORPORATION

Directors

David H. Hughes
A. Stewart Hall, Jr.
J. Stephen Zepf

Officers

President	-	Charles G. Caye, Jr.
Vice President	-	A. Stewart Hall, Jr.
Treasurer	-	J. Stephen Zepf
Secretary	-	Benjamin P. Butterfield
Assistant Secretary	-	Jay Clark
Assistant Treasurer	-	Jay Clark

Address for all officers and directors shall be as follows:
923 Broad Street
Augusta, GA 30901

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TALLAHASSEE FLORIDA

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

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

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TALLAHASSEE FLORIDA

CERTIFICATE OF EXISTENCE

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

WCC MERGER CORPORATION
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State