

21854

HOLLAND & NIGHT
Requestor's Name
315 SOUTH CALHOUN STREET
Address
Tallahassee, Florida 32301
City/State/Zip Phone #
224-7000

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97 OCT 14 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): *Restated Articles*

1. WTC Holdings, Inc. (Corporation Name) (Document #) 000002319920--1
2. _____ (Corporation Name) (Document #) 10/14/97 01037-029
*****87.50 *****87.50
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment Name
<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

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

10/14/97
DON
DON
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Acknowledgement
W.P. Verifier

Directors listed are the initial directors

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DIVISION OF CORPORATION

Examiner's Initials

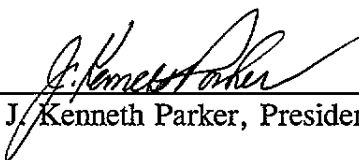
**CERTIFICATE TO SECOND RESTATED ARTICLES OF INCORPORATION
OF WTC HOLDINGS, INC. PURSUANT TO FLORIDA STATUTES 607.1007(4)**

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TALLAHASSEE, FLORIDA

The undersigned, J. Kenneth Parker, President of WTC HOLDINGS, INC., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. Attached hereto as Exhibit A is the Second Restated Articles of Incorporation of WTC HOLDINGS, INC.
2. The attached Second Restated Articles of Incorporation of WTC HOLDINGS, INC. do not contain any amendments to the Articles of Incorporation requiring shareholder approval and the Board of Directors of the Corporation adopted said Second Restated Articles of Incorporation by written consent on October 10, 1997.
3. The undersigned officer of the Corporation has been duly authorized to submit said Second Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007(4), Florida Statutes.

WTC HOLDINGS, INC.

By: 
J. Kenneth Parker, President

STP.175600

SECOND RESTATED
ARTICLES OF INCORPORATION
OF
WTC HOLDINGS, INC.

Originally Incorporated As
Suncoast World Trade Center, Inc.
By The Department of State
on
October 11, 1989

Pursuant to the provisions of Section 607.1007 of the Florida General Corporation Act, WTC HOLDINGS, INC. formerly SUNCOAST WORLD TRADE CENTER, INC. hereby restates the original Articles of Incorporation as filed with the Secretary of State, State of Florida, effective October 11, 1989, and as first restated on March 19, 1990, and adopts the following Second Restated Articles of Incorporation as its Articles of Incorporation.

These Second Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation by written action in lieu of a special meeting on the 10th day of October, 1997, in the manner prescribed by the Florida General Corporation Act; they only restate and integrate and do not further amend the provisions of the Corporation's Articles of Incorporation as theretofore amended, and there is no discrepancy between the Corporation's original Articles of Incorporation as heretofore amended and the provisions of these Restated Articles of Incorporation other than the omission of matters of historical interest. The restated Articles of Incorporation are as follows:

ARTICLE I - Name

The name of this corporation shall be WTC HOLDINGS, INC.

ARTICLE II - Purpose

1. This corporation is organized for the purpose of transacting any and/or all lawful business including, but not limited to, conducting the specific business of operating a world trade center and all other related business matters.

2. To act on its own behalf in all legal or equitable proceedings or suits.

3. To acquire, hold, use, deal in, encumber, dispose of property, real or personal, and any interest therein.

EXHIBIT A

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purposes, without limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

8. To carry on any or all of its operation and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

9. To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise, alone, or any company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

10. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall consist of 2,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE IV - Registered Office and Agent

The name of the registered agent and the street address of the registered office of this corporation are R. Donald Mastry, Esq., Holland & Knight LLP, 200 Central Avenue, Suite 1600, St. Petersburg, Florida 33701.

ARTICLE V - Initial Board of Directors

This corporation shall have Four (4) Directors. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the Directors of this corporation are:

ARNOLD J. LIPMAN

c/o WTC HOLDINGS, INC.
800 2nd Avenue South
Suite #340
St. Petersburg, FL 33701
(813) 822-2492

KENNETH PARKER

c/o WTC HOLDINGS, INC.
800 2nd Avenue South
Suite #340
St. Petersburg, FL 33701
(813) 822-2492

ALYN TOWNE

c/o WTC HOLDINGS, INC
800 2nd Avenue South
Suite #340
St. Petersburg, FL 33701
(813) 822-2492

AUDIE MORRIS

c/o WTC HOLDINGS, INC.
800 2nd Avenue South
Suite #340
St. Petersburg, FL 33701
(813) 822-2492

ARTICLE VI - Incorporator

The name and address of the person signing the Articles are Larry D. Goldstein, Attorney-At-Law, Watson & Goldstein, P.A., 600 Disston Center, 600 - 49th Street North, Suite A, St. Petersburg, Florida 33701.

ARTICLE VII - Duration

This corporation shall have perpetual existence.

ARTICLE VIII - Bylaws

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

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Second Restated Articles of Incorporation this 10th day of October, 1997.

WTC HOLDINGS, INC.

By

J. Kenneth Parker
J. Kenneth Parker, President

Attest:

By

J. Kenneth Parker
J. Kenneth Parker, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

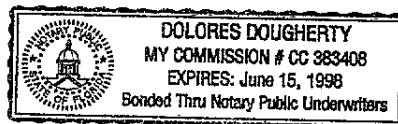
The foregoing Second Restated Articles of Incorporation were acknowledged before me this 10th day of October, 1997, by J. Kenneth Parker, the President of WTC HOLDINGS, INC., who is personally known to me.

Dolores Dougherty
Notary Public

Print name

Dolores Dougherty

(SEAL)



STP-175119