

PO0000116566

C. CALVIN HORVATH
ATTORNEY AT LAW

KATHY MEDER
Paralegal

DANIELLE ROSS
Office Assistant

116 East Concord Street
Orlando, Florida 32801
(407) 843-3335
Fax (407) 843-2050

November 28, 2000

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

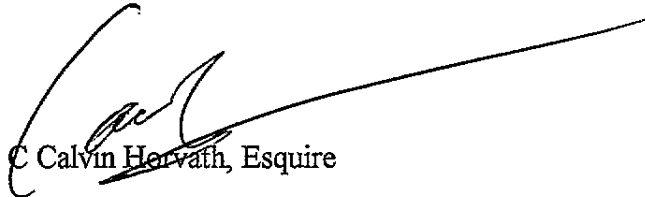
200003481722--9
-11/30/00--01083--017
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed, please find a check in the amount of \$78.75 for filing of the enclosed Articles of Incorporation. Please return to us proof that this corporation has been filed.

If you have any questions regarding this matter, please call me.

Sincerely,



C Calvin Horvath, Esquire

CCH/dr
Enclosure

W-28668

FILED
00 DEC 21 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb
12/22



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 6, 2000

C.CALVIN HORVATH
116 EAST CONCORD STREET
ORLANDO, FL 32801

SUBJECT: WC BOYD, INC.
Ref. Number: W00000028668

We have received your document for WC BOYD, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 700A00061642

ARTICLES OF INCORPORATION

OF

WC BOYD, INC.

ARTICLE I - NAME

The name of this corporation is WC Boyd, Inc., and the principal office or mailing address of the corporation is 116 E. Concord Street, Orlando, Florida 32801.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of NO PAR par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 116 E. Concord Street, and the name of the initial registered agent of this corporation at that address is

FILED
00 DEC 21 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

William C Boyd.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director nor more than 5. The name and address of each member of the initial Board of Directors of the corporation are:

William C. Boyd, 116 E. Concord Street, Orlando, Florida 32801

ARTICLE VIII - INCORPORATORS

The name and address of each Incorporator signing these Articles are:

William C. Boyd, 116 E. Concord Street, Orlando, Florida 32801.

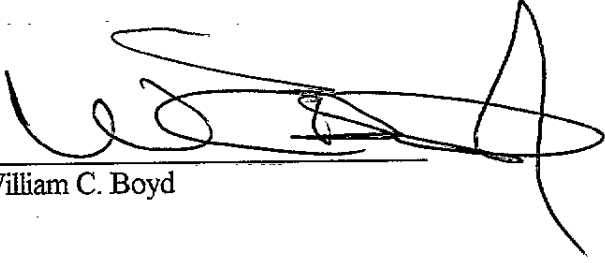
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or and former officer of director, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 25 day of November, 2000.



William C. Boyd

STATE OF FLORIDA
COUNTY OF ORANGE

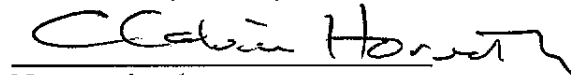
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared William C Boyal, personally known to me or who produced known to me as identification and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and he did take oath.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 25 day of November, 2000.

NOTARY PUBLIC STATE OF FLORIDA
CALMON CALVIN HORVATH
COMMISSION # CC 826742
EXPIRES 05/02/2003
BONDED THRU ASA 1-888-NOTARY1



Notary Public
My Commission Expires



Notary printed name

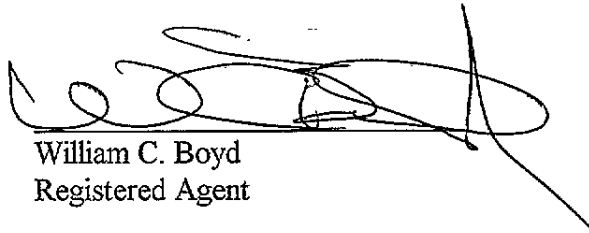
CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that WC BOYD, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 116 E. Concord Street, Orlando, Florida 32801 has named WILLIAM C. BOYD, located at 116 E. Concord Street, Orlando, Florida 32801 as its agent to accept service of process within Florida.

SECOND, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED: 12-13-00


William C. Boyd
Registered Agent

FILED
00 DEC 21 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA