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ACCOUNT NO. : 072100000032

REFERENCE : 145822 4390546

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED  
01 MAY 10 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 10, 2001

ORDER TIME : 10:49 AM

ORDER NO. : 145822-005

CUSTOMER NO: 4390546

CUSTOMER: Ms. Robin Huffman  
Wci

Suite 300  
24301 Walden Center Drive  
Bonita Springs, FL 34134

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 MAY 10 AM 11:27  
NOT RECORDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: WCI CAPITAL CORPORATION

EFFECTIVE DATE:

500004193285--1

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RH 5/10/01

**ARTICLES OF INCORPORATION  
OF  
WCI CAPITAL CORPORATION**

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TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation shall be WCI Capital Corporation. The principal place of business of this corporation shall be 24301 Walden Center Drive, Bonita Springs, Florida 34134.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having One Cent (\$0.01) par value per share.

**ARTICLE IV. REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation shall be 24301 Walden Center Drive, Bonita Springs, Florida 34134, and the name of the initial registered agent of the corporation is Vivien N. Hastings.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. DIRECTORS**

This corporation shall have two directors initially. The number of directors may be changed from time to time in accordance with the By-Laws but shall never be less than one. The names and addresses of the initial directors of the corporation are:

|                  |  |
|------------------|--|
| Jerry L. Starkey | 24301 Walden Center Drive<br>Bonita Springs, Florida 34134 |
| James P. Dietz   | 24301 Walden Center Drive<br>Bonita Springs, Florida 34134 |

James D. Cullen

24301 Walden Center Drive  
Bonita Springs, Florida 34134

The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify each officer and director to the full extent permitted by law.

IN WITNESS WHEREOF, THE UNDERSIGNED, as Incorporator, hereby executes these Articles of Incorporation on the 9<sup>th</sup> day of May, 2001.

  
James D. Cullen, Incorporator


STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared James D. Cullen, known to me and known by me to be the person described in and who executed the foregoing and who acknowledged before me that she executed the same for the uses and purposes therein expressed. She is personally known to me.

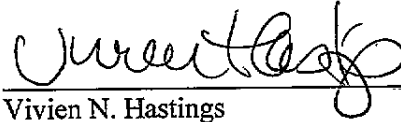
WITNESS my hand and official seal in the County and State last aforesaid, this 9<sup>th</sup> day of May, 2001.



Paula Bidwell  
Commission # CC 971346  
Expires Nov. 18, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public  
Paula Bidwell  
Commission No. CC 971346  
My Commission Expires 11/18/04

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Vivien N. Hastings

Date: May 9<sup>th</sup>, 2001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA