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TALLAHASSEE, FLORIDA

*Neal E. Young*  
*Attorney at Law*

300 Third Street, N.W.  
Winter Haven, Florida 33881-4002  
Off: (863) 299-6647  
Fax: (863) 299-7176  
E Mail: [Nealyoung@aol.com](mailto:Nealyoung@aol.com)

December 22, 2003

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: W.D.B. Lath, Inc.

To Whom It May Concern:

Enclosed are the original Certificate of Incorporation of W.D.B. Lath, Inc. I have also enclosed our check for \$70 for the filing fee. If you need anything further, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Teri Warren", with a stylized flourish at the end.

Teri Warren  
Legal Assistant

Enclosures

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TALLAHASSEE, FLORIDA  
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**CERTIFICATE OF INCORPORATION  
OF  
W.D.B. LATH, INC.**

**FIRST:** The name of this corporation is **W.D.B. LATH, INC.**  
**SECOND:** The special purpose of the business is general construction and any lawful business authorized under the Florida general Corporation Act.  
**THIRD:** (a) The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be **100** shares of voting common stock, par value per share **\$1.00**. All stock issued shall be fully paid and non-assessable.  
(b) The shares of stock to be issued by the corporation shall be issued, accepted, and held subject to the following provisions and restrictions upon sales and transfers thereof:  
1. In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees, and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer, any stock or share of stock in the corporation, such stockholder must be given written notice of such desires to a majority of the Board of Directors, first afford to the corporation or the nominee of the Board of Directors, the right and privilege for ninety (90) days to purchase the same at a price equal to the book value of said stock, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been completed and any attempt to transfer such stock in any other manner will be void.  
**FORTH:** The amount of capital with which the said corporation will begin business is **\$14,000.00**.  
**FIFTH:** The said corporation shall have perpetual existence.  
**SIXTH:** The principal office of said corporation is to be located at **1827 3rd Court SE, Winter Haven, FL 33880**.  
**SEVENTH:** There shall not be less than **2** nor more than **3** Directors of said corporation; provided, however, that the number of Directors of said corporation may be increased in any manner now or hereafter authorized by law.  
**EIGHTH:** The names of the first Board of Directors, and their addresses, who, subject to the provisions herein contained and of the By-laws of said corporation and of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, shall hold office for the first year of the corporations's existence, or until their successors are elected and have qualified, are the following:

NAME

ADDRESS

Edgar R. Bean, Jr.  
Scott B. Simonides

1827 3rd CT SE, Winter Haven, FL 33880  
442 Yolanda Ct, Lakeland, FL 33809

**NINTH:** The names and post office address of the several subscribers of this Certificate, and the number of shares of stock of said corporation which each agree to take are as follows:

NAME

ADDRESS

SHARES

Edgar R. Bean, Jr.

1827 3rd CT SE, Winter Haven, FL 33880

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Scott B. Simonides

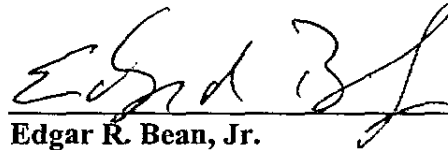
442 Yolanda Ct, Lakeland, FL 33809

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**TENTH:** The officers of said corporation shall be a President, Secretary and Treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and Directors shall be chosen in such manner, shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices.

**ELEVENTH:** Said corporation reserves the right to amend, alter or change or repeal any provision contained in this Certificate in the manner now or hereafter permitted by law or prescribed by Statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

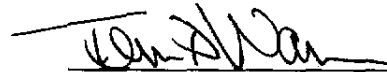
**IN WITNESS WHEREOF,** we, the undersigned, being such and all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida and in pursuance of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, do hereby jointly and severally declare and certify that the facts herein stated are true and that we have associated ourselves together for the purpose of becoming a corporation under the said Laws of the State of Florida, and do hereby respectively agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly we have hereunto set our hands and seals at Polk County, Florida, this 19 day of **December, 2003**.

  
Edgar R. Bean, Jr.

  
Scott B. Simonides

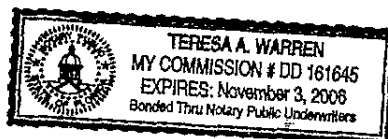
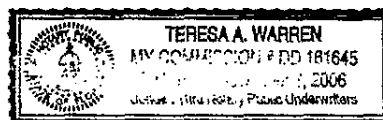
**STATE OF FLORIDA  
COUNTY OF POLK**

The foregoing instrument was acknowledged before me this 19 day of **December, 2003**, by **Edgar R. Bean, Jr.** and **Scott B. Simonides**, who are personally known to me or who have produced their Florida Driver's License and who did take an oath.



Notary Public, State of Florida

My Commission Expires:



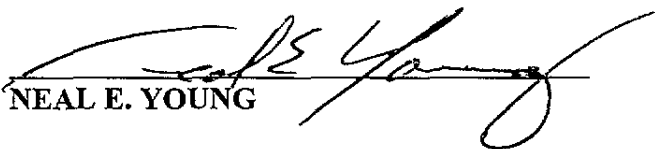
**CERTIFICATE DESIGNATING (OR CHANGING)  
PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

**FIRST:** That **W.D.B. Lath, Inc.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at , State of Florida, has named **NEAL E. YOUNG** located at 300 Third Street, N.W., Winter Haven, FL 33880, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
NEAL E. YOUNG

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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