

PD4000099702

Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0381

From: Account Name : BUTZEL LONG
Account Number : 105147001567
Phone : (561) 368-2151
Fax Number : (561) 368-4668

2004 JUL - 1 A 8 44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

TOTAL MOTION DEVELOPMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
TOTAL MOTION DEVELOPMENT, INC.

2004 JUL -1 A 8:44

The undersigned hereby makes and subscribes to these Articles of Incorporation, intending to form a corporation under the provisions of the Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is TOTAL MOTION DEVELOPMENT, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 at \$1.00 par value common shares.

ARTICLE IV

The street address of the Corporation shall be 18020 SW 83rd Avenue, Village of Palmetto Bay, FL 33157. The name of the Corporation's initial registered agent is Paul A. Baldovin, Jr., located at Butzel Long, P.C., Suite 420, 1200 North Federal Highway, Boca Raton, Florida 33432.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director are:

Name

Address

Christopher D. Endara

18020 SW 83rd Avenue
Village of Palmetto Bay, FL 33157

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is Paul A. Baldovin, Jr., Esquire located at Butzel Long, P.C., Suite 420, 1200 North Federal Highway, Boca Raton, Florida 33432.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the by-laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the by-laws.


ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a telephone conference as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreements is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 1 day of July, 2004


Paul A. Baldovin, Jr.
Incorporator

JUL 01 2004 10:04 FR BUTZEL LONG

561 368 4668 TO 18502050381

P.04/04

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That TOTAL MOTION DEVELOPMENT, INC., desiring to organize under the laws of the State of Florida, with its principal place of business and mailing address at 18020 SW 83rd Avenue, Village of Palmetto Bay, FL 33157, has named Paul A. Baldovin, Jr., located at Butzel Long, P.C., Suite 420, 1200 North Federal Highway, Boca Raton, FL 33432, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

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 performance of my duties.


Paul A. Baldovin, Jr.

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JUL - 01 2004 11:09 AM FRESE, NASH & HANSEN, P.A. 321 951 3741
Division of Corporations Page 1 of 1

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FRESE, NASH & HANSEN, P.A.
Account Number : 120000000258
Phone : (321)984-3300
Fax Number : (321)951-3741

2004 JUL -1 A 18:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Wedgwood Enterprises, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
WEDGWOOD ENTERPRISES, INC.**

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2004 JUL -1 A 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be **Wedgwood Enterprises, Inc.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

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ARTICLE IV

The name and Florida street address of the initial registered agent are Gary B. Frese, 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is Gary B. Frese, 930 South Harbor City Boulevard, Suite 505, Melbourne, Florida, 32901.

ARTICLE VI

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE VII

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida or the United States.

ARTICLE VIII

The initial Board of Directors shall consist of one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, is as follows:

SANDRA M. SMITH

930 S. Harbor City Blvd., Suite 505
Melbourne, Florida 32901

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ARTICLE IX

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 1st day of July, 2004.



Gary B. Frese

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



Gary B. Frese
Registered Agent

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