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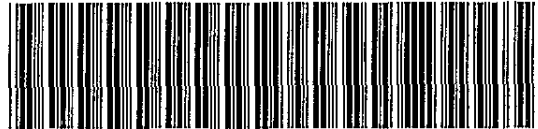
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**THE LAW OFFICE OF  
AARON B. WENTZ**

1117 Eglin Parkway  
Shalimar, Florida 32579

Telephone : (850) 651-3000  
Fax : (850) 651-3570  
E-mail : AaronWentz@aol.com

September 3, 2004

**AARON B. WENTZ**  
Attorney at Law

General Practice  
Criminal Practice  
Bankruptcy Law  
Personal Injury  
Marital and Family Law  
Wills and Probate  
Guardianship  
Civil Actions

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

**RE: Foster & Wentz Enterprises, Inc.**

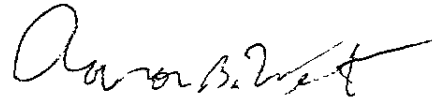
**AFFILIATIONS**

The Florida Bar  
Okaloosa-Walton County  
Bar Association  
Federal Bar of the Northern  
District Of Florida

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation regarding the above-referenced Corporation. Additionally, we have previously provided the \$78.75 filing fee. Please return one certified copy to my attention. If anything further is necessary, please don't hesitate to contact me.

Sincerely,

  
AARON B. WENTZ

ABW:pc

Enclosure as stated.

**ARTICLES OF INCORPORATION**  
**OF**  
**FOSTER & WENTZ ENTERPRISES, INC.**

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MEMPHIS, TENNESSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, for the purpose of forming a Corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this Corporation is FOSTER & WENTZ ENTERPRISES, INC.

**ARTICLE II - NATURE OF BUSINESS**

The general purposes for which the Corporation is organized are:

1. To engage in the business of purchasing, building and leasing commercial properties.
2. To transact any other lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors of the Corporation be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
4. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds and any other type of investment, and to own real and personal property necessary for the rendering of services as stated above.
5. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this Corporation.
6. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation

otherwise permitted by law.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of Seven Dollars (\$7.00) per share, which such stock shall have the entire voting power of the Corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the Corporation shall be issued as "small business corporation" stock, in accordance with a plan or plans under the provisions of Section 1244, Internal Revenue Code of 1954.

### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is Seventy Thousand Dollars (\$70,000.00).

### ARTICLE V - TERM OF EXISTENCE

The duration of the Corporation is for an indefinite period of time, i.e. perpetual.

### ARTICLE VI - PRINCIPLE OFFICE AND MAILING ADDRESS, INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this Corporation is 1117 Eglin Parkway, Shalimar, Florida 32579. The initial registered agent shall be AARON B. WENTZ, Attorney at Law, 1117 Eglin Parkway, Shalimar, Florida 32579. The principle office and mailing address for the Corporation is 1117 Eglin Parkway, Shalimar, Florida 32579.

### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is six (6). The name and post office address of the first Board of Directors, who subject to the provisions of the by-laws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence, or until his successor is elected and has qualified, is as follows:

NAME

ADDRESS

THEODORE P. FOSTER

610 Crowder Court  
Ft. Walton Beach, FL 32547

JACQUELYN FOSTER

610 Crowder Court  
Ft. Walton Beach, FL 32547

AARON B. WENTZ

605 Cambridge Avenue  
Ft. Walton Beach, FL 32547

SUSAN J. WENTZ

605 Cambridge Avenue  
Ft. Walton Beach, FL 32547

THEODORE J. FOSTER

4603 Tillman Bluff  
Valdosta, GA 31602

KRISTINE K. HARBERT

1501 Wisconsin Avenue  
Palm Harbor, FL 34683

ARTICLE VIII - INCORPORATORS

Name and address of each Incorporator is:

THEODORE P. FOSTER

610 Crowder Court  
Ft. Walton Beach, FL 32547

JACQUELYN FOSTER

610 Crowder Court  
Ft. Walton Beach, FL 32547

AARON B. WENTZ

605 Cambridge Avenue  
Ft. Walton Beach, FL 32547

SUSAN J. WENTZ

605 Cambridge Avenue  
Ft. Walton Beach, FL 32547

ARTICLE IX - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her 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, in such manner that they will own the same percentage interest of the Corporation after the new offering as he had before the stock issuance.

#### ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

#### ARTICLE XII - STOCK ISSUANCE

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their name:

THEODORE P. FOSTER	100 Shares
JACQUELYN FOSTER	100 Shares
AARON B. WENTZ	150 Shares
SUSAN J. WENTZ	150 Shares
THEODORE J. FOSTER	50 Shares
KRISTINE K. HARBERT	50 Shares

#### ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by a majority of the shareholders.

#### ARTICLE XIV - SHAREHOLDERS QUORUM & VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of at least fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matters shall be the act of the shareholders.

#### ARTICLE XV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XVI - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation duly called as provided by law.

#### ARTICLE XVII - VOTING TRUSTS

No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### ARTICLE XVIII - CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

#### ARTICLE XIX - BUSINESS OPERATIONS

Except as otherwise provided by law: all business affairs of the Corporation shall be conducted in compliance with general practices which are characteristic of those ordinarily relating to business corporations; all shares of stock in the Corporation shall be fully transferable; management of the Corporation shall be vested in the Board of Directors; liability of the shareholders shall be limited to their respective interests in the stock of the Corporation; and the continuity of the Corporation shall not be affected by death, disability, retirement or sale of stock by any one shareholder; provided, however, that this provision shall not prohibit the Corporation, its employees, or its stockholders from entering into such agreements relating to redemption of stock, other stock purchase agreements or other corporate plans available to business corporation.

#### ARTICLE XX - CONTRACTS

No contract or other transaction between the Corporation and any other firm, association

or corporation shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in or is a member, director or officer, or are members, directors or officers of such other firm or corporation and any director or directors, individually or jointly, may be a part or parties to or may be interested in any contract or transaction of the Corporation, or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may any way be interested.

#### ITEM XXI - REMOVAL OF DIRECTORS

Any director of this Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

#### ARTICLE XXII - RESTRAINT ON ALIENATION OF SHARES

The shareholders of this Corporation shall have the power to include in the by-laws, adopted by a single majority of the shareholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of death of its shareholder. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provision shall not affect the rights of their parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

#### ARTICLE XXIII - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida, and for the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. This Corporation shall have the power to enter into, or become a partner in, any arrangements of sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. This Corporation shall have the power to deny to the holders of common stock of this Corporation, any preemptive right to purchase or subscribe to any new issue of any type stock of



this Corporation, and no shareholder shall have preemptive right to subscribe to any such stock.

C. This Corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his share, in accordance with the by-laws, adopted by the shareholders of this Corporation, setting forth the terms and conditions of such purchases; provided, however, the capital of this Corporation is not impaired.

D. This Corporation shall have the power to enter into for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) other retirement or incentive compensation plans, (7) health expense and insurance plan, or (8) health fitness plan, (9) life and disability insurance plan.

#### ARTICLE XXIV - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

The directors of this Corporation shall have the power to make and amend the by-laws of this Corporation.

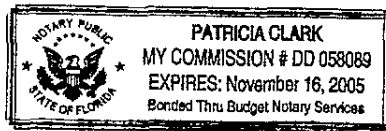
**IN WITNESS WHEREOF**, the undersigned being the incorporators hereinabove named, for the purpose of forming a Corporation to perform services as aforesaid within the State of Florida, under the laws of the State of Florida, do make and file this instrument, hereby declaring and certifying that the facts herein stated are true, and hereunto setting his hand and seal this 3<sup>rd</sup> day of September 2004.

  
\_\_\_\_\_  
**THEODORE P. FOSTER**

**STATE OF FLORIDA  
COUNTY OF OKALOOSA**

**BEFORE ME**, the undersigned authority, personally appeared **THEODORE P. FOSTER**, who is personally known to me or who provided \_\_\_\_\_

\_\_\_\_\_ as identification and under oath acknowledged that he executed the foregoing Articles of Incorporation for the purpose set forth therein on the 3<sup>rd</sup> day of September 2004.



[Signature]  
NOTARY PUBLIC, State of Florida

Jacquelyn Foster  
JACQUELYN FOSTER

**STATE OF FLORIDA  
COUNTY OF OKALOOSA**

**BEFORE ME**, the undersigned authority, personally appeared **JACQUELYN FOSTER**, who is personally known to me or who provided as identification and under oath acknowledged that she executed the foregoing Articles of Incorporation for the purpose set forth therein on the 3<sup>rd</sup> day of September 2004.



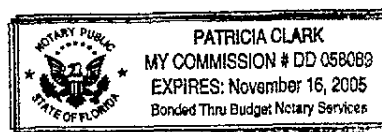
[Signature]  
NOTARY PUBLIC, State of Florida

Aaron B. Wentz  
AARON B. WENTZ

**STATE OF FLORIDA  
COUNTY OF OKALOOSA**

**BEFORE ME**, the undersigned authority, personally appeared **AARON B. WENTZ**, who is personally known to me or who provided as identification and under oath acknowledged that she executed the foregoing Articles of Incorporation for the purpose set forth therein on the 3<sup>rd</sup> day of September 2004.

[Signature]  
NOTARY PUBLIC, State of Florida



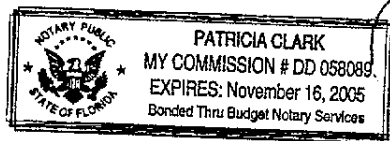
Susan J. Wentz  
SUSAN J. WENTZ

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FLORIDA

**STATE OF FLORIDA  
COUNTY OF OKALOOSA**

**BEFORE ME**, the undersigned authority, personally appeared **SUSAN J. WENTZ**, who is personally known to me or who provided \_\_\_\_\_ as identification and under oath acknowledged that she executed the foregoing Articles of Incorporation for the purpose set forth therein on the 3<sup>rd</sup> day of September 2004.



Patricia Clark  
NOTARY PUBLIC, State of Florida

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act,

That FOSTER & WENTZ ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Shalimar, County of Okaloosa, State of Florida, has named AARON B. WENTZ, Attorney at Law, 1117 Eglin Parkway, Shalimar, FL 32579, as the agent for Service of Process within the State of Florida.

ACCEPTANCE

Having been named to accept Service of Process of the above-stated Corporation, at the 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.

BY:

Aaron B. Wentz  
AARON B. WENTZ