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FLORIDA PROFIT CORPORATION OR P.A.

MW Acquisition Subsidiary, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION
OF
MW ACQUISITION SUBSIDIARY, INC.

ARTICLE I - NAME

The name of this Corporation is MW Acquisition Subsidiary, Inc.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of this Corporation is 105 S. Sherrin Avenue, Louisville, KY 40207

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 North Laura Street, Suite 2800, Jacksonville, FL 32202 and the name of its initial registered agent at such address is Pamela K. Phillips, Esq.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one and the name and address of such person who is to serve as a member thereof is:

<u>Name</u>	<u>Address</u>
Richard Taylor	105 S. Sherrin Avenue Louisville, KY 40207

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Pamela K. Phillips, 50 North Laura Street, Suite 2800, Jacksonville, FL 32202.

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ARTICLE VII - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Notwithstanding the foregoing, the liability of the directors, officers, employees or agents of the Corporation shall not be eliminated with respect to omissions which involve a violation of the criminal law, a transaction from which the director, officer, employee, or agent derives an improper personal benefit or the willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of April, 2005.



Pamela K. Phillips, Esq.
Incorporator

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That MW Acquisition Subsidiary, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 105 S. Sherrin Avenue, Louisville, KY 40207, has named Pamela K. Phillips, Esq., located at 50 North Laura Street, Suite 2800, Jacksonville, FL 32202, as its agent to accept service of process within Florida.



Pamela K. Phillips, Incorporator

April 11, 2005

Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Pamela K. Phillips hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties.



Pamela K. Phillips, Registered Agent

April 11, 2005

Date

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