

LAW OFFICES  
**RAYMOND & BAUMEL**  
PROFESSIONAL ASSOCIATION  
1200 NORTH FEDERAL HIGHWAY, SUITE 411  
BOCA RATON, FLORIDA 33432

VERO BEACH OFFICE: RAYMOND & BAUMEL, P.A.  
2801 OCEAN DRIVE, SUITE 202B  
VERO BEACH, FLORIDA 32963  
TELEPHONE (407) 234-5788  
TELECOPIER (407) 234-4681

TELEPHONE (407) 368-2151  
TELECOPIER (407) 368-4668

MICHIGAN OFFICE: RAYMOND & BAUMEL, P.C.  
401 SOUTH WOODWARD AVENUE, SUITE 600  
BIRMINGHAM, MICHIGAN 48009  
TELEPHONE (313) 642-2522  
TELECOPIER (313) 642-2602

OUR FILE

**P95000007522**  
September 21, 1994

**AIRBORNE EXPRESS**  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

41000013541034  
-127-00794--01030-005  
\*\*\*122.50 \*\*\*122.50

Re: VAN WORMER MANAGEMENT COMPANY, INC.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 to cover fees as follows:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>
<b>TOTAL:</b>	<b><u>\$122.50</u></b>

Please direct the certified copy of the Articles and any questions to the undersigned. For your convenience, a return Airborne Express airbill is enclosed.

Sincerely,

RAYMOND & BAUMEL, P.A.

*John J. Raymond, Jr.*  
John J. Raymond, Jr.

Enclosures

*Rec. 12/27*  
*30*

*R.A. Accept. sig R.A.*

*1694-27592*



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 30, 1994

JOHN J. RAYMOND, JR.  
1200 NORTH FEDERAL HIGHWAY  
SUITE 411  
BOCA RATON, FL 33432

SUBJECT: VAN WORMER MANAGEMENT COMPANY, INC.  
Ref. Number: W94000027592

We have received your document for VAN WORMER MANAGEMENT COMPANY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 294A00054880

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VERO BEACH OFFICE: RAYMOND & BAUMEL, P.A.  
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VERO BEACH, FLORIDA 32963  
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TELECOPIER (407) 234-4483

TELEPHONE (407) 368-2151  
TELECOPIER (407) 368-4668

MICHIGAN OFFICE: RAYMOND & BAUMEL, P.C.  
401 SOUTH WOODWARD AVENUE, SUITE 400  
BIRMINGHAM, MICHIGAN 48209  
TELEPHONE (313) 642-2522  
TELECOPIER (313) 642-2602

OUR FILE NUMBER:

January 16, 1995

VIA AIRBORNE EXPRESS  
Mr. Norman N. Van Wormer  
1271 Regency Place  
Heathrow, FL 32746

RE: Van Wormer Management Company, Inc.

Dear Mr. Van Wormer:

The enclosed Articles of Incorporation for the above referenced Corporation have been returned to our office. It will be necessary for you to sign the last page of the Articles, where indicated. Please then forward the entire package directly to the Secretary of State in the Airborne Express Envelope provided for your use.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

RAYMOND & BAUMEL, P.A.

*John J. Raymond, Jr.*  
John J. Raymond, Jr./K

JJR/ltk  
cc: Paul Smothers, Esq.

ARTICLES OF INCORPORATION  
OF  
VAN WORMER MANAGEMENT COMPANY, INC.

FILED  
95 JAN 27 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of this corporation is VAN WORMER MANAGEMENT COMPANY, 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 General 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 10,000 at \$.01 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 1271 Regency Place, Heathrow, FL 32746. The name of the Corporation's initial registered agent is Norman P. Van Wormer.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is two (2). The names and street addresses of the initial directors are:

Name

Address

Norman P. Van Wormer

1271 Regency Place  
Heathrow, FL 32746

Katheryn J. Van Wormer

1271 Regency Place  
Heathrow, FL 32746

The initial directors 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 Norman ~~N~~. Van Wormer, 1271 Regency Place, Heathrow, FL 32746.

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 conference telephone 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 agreement 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.

The effective date of these Articles shall be January 2, 1995.

Dated this 23 day of December, 1994.

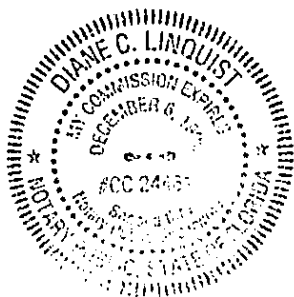
Norman N. Van Wormer  
Norman N. Van Wormer,  
Incorporator

FLDLV 565-636-626-184

STATE OF Florida )  
COUNTY OF Seminole ) ss.

The foregoing instrument was acknowledged before me this 23 day of December, 1994, by Norman N. Van Wormer, who is personally known to me and did take an oath.

Diane C. Linquist  
Notary Public  
My Commission Expires:



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

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

That VAN WORMER MANAGEMENT COMPANY, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 1271 Regency Place, Heathrow, FL 32746, has named Norman P. Van Wormer located at 1271 Regency Place, Heathrow, FL 32746, 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.

Norman P. Van Wormer  
Norman P. Van Wormer

FILED  
95 JAN 27 AM 10:46  
TALLAHASSEE, FLORIDA