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Attorney at Law  
390 West State Road 434  
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Longwood, Florida 32750  
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RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JAN 23 1995 PM 3:58

January 23, 1995

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

5000012163  
01/23/95-01008-000  
\*\*\*122.50 \*\*\*122.50

RE: WILEY WING, INC.

Dear Sir or Madame:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this Proposed corporation. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to the undersigned.

Also enclosed is a Certificate of Acceptance of Registered Agent for service of process within this State.

A check in the total amount of \$122.50 is attached with these documents. This amount includes \$35.00 filing fee; \$52.50 for the certified copy of the Certificate of Incorporation; and \$35.00 for designation of registered agent.

Thank you for your assistance. Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,  
LINDA D. SCHOONOVER, P.A.

By:

*Linda D. Schoonover*  
LINDA D. SCHOONOVER, ESQUIRE

LDS:mjk  
Enclosures

*2447  
0678  
06612  
0671*

*2/6/95*  
*[Signature]*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 2, 1995

LINDA D. SCHOONOVER PA  
390 WEST STATE ROAD 434 STE. 200  
LONGWOOD, FL 32750

SUBJECT: WILEY WING, INC.  
Ref. Number: W95000002441

We have received your document for WILEY WING, 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 and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 495A00004539

## ARTICLES OF INCORPORATION

WILEY WING, INC.

### ARTICLE I - NAME

The name of the corporation shall be WILEY WING, INC. (hereinafter referred to as the "Corporation").

### ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

### ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business of WILEY WING, INC., shall be 501 South Kirkman Road, Orlando, Florida 32835.

### ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes provided that it will not engage in any act or activity requiring the consent or approval of any government official, department, board, agency or other body of any local, state or federal government having jurisdiction over such act or activity, without obtaining such consent or approval.

### ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as herein above set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

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C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be: 390 West State Road 434, Suite 200, Longwood, Florida 32750

The name of the initial registered agent of this corporation at that address shall be: Linda D. Schoonover, Esquire.

The written statement of the simultaneous acceptance of appointment of the registered agent, required by Florida Statutes Section 607.0501 (3) and 607.0505 is enclosed with this appointment.

#### ARTICLE VII- BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially.

B. The number of directors may be either increased or diminished from time to time by the Bylaws adopted by the shareholders, but shall never be less than one (1).

C. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

#### ARTICLE VIII INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The names and addresses of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Douglas Wing	6185 Westgate Drive Orlando, Florida 32835	President Director

#### ARTICLE IX-INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Linda D. Schoonover, Esquire	390 West State Road 434 Suite 200 Longwood, Florida

#### ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders. Such Bylaws shall prescribe duties of officers of the corporation and shall include any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

#### ARTICLE XI - ADDITIONAL CORPORATE POWERS

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

A. To enter into, or become a partner in, any arrangement for 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. 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 shares, or any or all its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. 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 restrictive stock option plan, (6) other retirement or incentive compensation plan or (7) medical reimbursement plan.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of February, 1995.

Linda D. Schoonover  
Linda D. Schoonover  
Incorporator

STATE OF FLORIDA)  
COUNTY OF SEMINOLE)

The foregoing Articles of Incorporation were acknowledged before me by the above listed Incorporators, on the 10th day of February, 1995.

Notary Public

Maureen J. Kennedy  
Print Name

My Commission Expires



OFFICIAL SEAL  
MAURENE J. KENNEDY  
Notary Public  
March 15, 1997  
Comm. No. CC 266102

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FEB 13 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of WILEY WING, INC., of 390 West State Road 434, Suite 200, Longwood, Florida 32750, I hereby accept and agree to act in that capacity.

Linda D. Schoonover  
LINDA D. SCHOONOVER, ESQUIRE