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TALLAHASSEE, FL 32301
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P950028048

ACCOUNT NO. : 072100000032

REFERENCE : 573924 3273E

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : 9 122.50

ORDER DATE : April 7, 1995

300001450743

ORDER TIME : 10:34 AM

ORDER NO. : 573924

CUSTOMER NO: 3273E

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HOSTETLER

Suite 2300, Sunbank Center
200 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: WELBRO DEVELOPMENT, INC.

XXXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN APR 10 1995

FILED
95 APR -7 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
WELBRO DEVELOPMENT, INC.

FILED
95 APR -7 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is Welbro Development, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is Post Office Box 160007, Altamonte Springs, Florida 32716.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 Sun Bank Center, 200 South Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and

rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 750,000 shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|-------------|--|
| A.G.C. Co. | 2300 Sun Bank Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802 |

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|---|
| Gary E. Brown | Post Office Box 160007 Altamonte Springs, FL 32716 |
| Harold J. von Waller | Post Office Box 160007 Altamonte Springs, FL 32716 |
| Steven S. Davis | Post Office Box 160007 Altamonte Springs, FL 32716 |
| Edward L. Schrank | Post Office Box 160007 Altamonte Springs, FL 32716 |

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 6th day of April, 1995.

A.G.C. Co.

By: 

Richard T. Fulton
Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
10th day of April, 1995, by Richard T. Fulton of A.G.C. Co., an
Ohio corporation, on behalf of the corporation. He is personally
known to me or has produced _____
as identification.

(NOTARY SEAL)

Karen L. Bohn
(Notary Signature)

Karen L. Bohn
(Notary Name Printed)

NOTARY PUBLIC

Commission No. _____



KAREN L. BOHN
MY COMMISSION # CC434647 EXPIRES
September 10, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

D:\19810\95003\ARTICLES
04\06\95.k1b

REGISTERED AGENT CERTIFICATE

FILED
95 APR -7 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:


That WELBRO DEVELOPMENT, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By:


Richard T. Fulton
Vice President

DATED: April 6, 1995

P95000028048



ACCOUNT NO. : 072100000032

REFERENCE : 304499 4329479

AUTHORIZATION :

Patricia Pyjits

COST LIMIT : \$ 35.00

ORDER DATE : March 24, 1997

ORDER TIME : 10:25 AM

ORDER NO. : 304499

500002121735--6

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant
Baker & Hostetler
2300 Sun Bank Ctr., Box 112
200 South Orange Avenue
Orlando, FL 32802

CHANGE OF AGENT

NAME: WELBRO DEVELOPMENT, INC.

FILED
97 MAR 24 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

3/24
John R. Chan
RECEIVED
97 MAR 24 AM 11:35
DIVISION OF CORPORATION

FILED

97 MAR 24 PM 2:06

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

- FIRST: The name of the corporation is WELBRO DEVELOPMENT, INC.
- SECOND: The address of its present registered office is 2300 Sun Bank Center, 200 South Orange Avenue, Orlando, Florida 32801.
- THIRD: The address to which its registered office is to be changed is 1065 Rainer Drive, Altamonte Springs, Florida 32714.
- FOURTH: The name of its present registered agent is A.G.C. Co.
- FIFTH: The name of its successor registered agent is Gary E. Brown.
- SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
- SEVENTH: Such change was authorized by resolution duly adopted by its Board of Directors.

DATED this 3/20/97 day of March, 1997.

WELBRO DEVELOPMENT, INC.,
a Florida corporation

By:

Edward J. Schuchman
Edward J. Schuchman
As its: President

The undersigned accepts the appointment of registered agent of WELBRO DEVELOPMENT, INC., and is familiar with and accepts the obligations of Section 607.0505, Florida Statutes.

DATED this 19th day of March, 1997.



Gary E. Brown

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