

**P95000931/45**

ENTERTAINMENT LAW OFFICES

*of*  
**William L. Whitacre**

17 SOUTH MAGNOLIA AVENUE ORLANDO, FLORIDA USA 32801  
TELEPHONE (407) 422-4469 FACSIMILE (407) 841-3941

**FILED**  
95 APR 17 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 12, 1995

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

900001458329  
-04/18/95--01008--015  
\*\*\*122.50 \*\*\*122.50

Re: **WTPS, INC.**

Enclosed please find an original and one copy of the Articles of Incorporation for the above for profit corporation, and a check in the amount of \$122.50 for the filing fees.

Thank you for your assistance in filing same and returning a certified copy to:

William L. Whitacre  
17 South Magnolia Avenue  
Orlando, Florida 32801  
(407) 422-4469

Very truly yours,



William L. Whitacre

WLW/ww

**FILED**  
95 APR 17 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
WTPS, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be *WTPS, Inc.*

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be:

17 S. Magnolia Avenue  
Orlando, Florida 32801

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares at a par value of \$1.00 per share.

**ARTICLE IV**  
**INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

William L. Whitacre, Esquire  
17 South Magnolia Avenue  
Orlando, Florida 32801

**ARTICLE V**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence unless voluntarily dissolved according to law.

**ARTICLE VI**  
**INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

William L. Whitacre, Esquire  
17 South Magnolia Avenue  
Orlando, Florida 32801

**ARTICLE VII**  
**OFFICERS**

The initial officers of the corporation shall be:

President: Robert Callender

VP, S, T: Gil Arroyo

**ARTICLE VIII**  
**DIRECTORS**

There shall be no directors initially. The number of directors may be changed from time to time in accordance with the By Laws.

**ARTICLE IX**  
**PURPOSE**

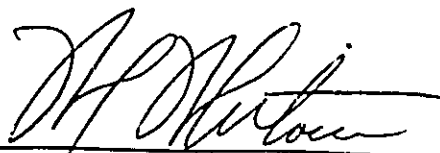
The purpose for which this corporation is formed is to conduct all lawful business authorized by the State of Florida and the laws of the United States.

**ARTICLE X**

**MANAGEMENT**

The affairs of the corporation shall be managed by the shareholders, unless or until a Board of Directors is appointed.

The undersigned has executed these Articles of Incorporation this 12th day of April, 1995.



William L. Whitacre  
Incorporator

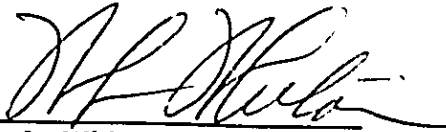
**FILED**  
95 APR 17 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

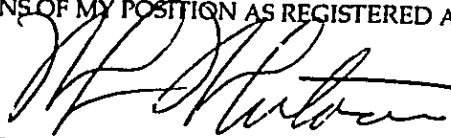
1. The name of the Corporation is *WTPS, Inc.*
2. The name and address of the registered agent and office is:

William L. Whitacre, Esquire  
17 South Magnolia Avenue  
Orlando, Florida 32801



William L. Whitacre, Incorporator  
April 12, 1994

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



William L. Whitacre, Registered Agent  
April 12, 1994