

PA6000035505

April 27, 1995

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

000001470760  
-05/02/95--01003--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: WOERNER INC.

Dear Sir:

Find enclosed two copies of the Articles of Incorporation of WOERNER INC. to be filed with your department.

Also enclosed is a check for \$70.00 to cover the filing fees.

Please, mail the stamped copy back to my office, at 7212  
Jacaranda Lane Miami, Florida 33014.

Sincerely,

*William S. Woerner*

William S. Woerner

FILED  
95 MAY -1 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K. J. H.

**ARTICLES OF INCORPORATION**

**OF**

**WOERNER INC.**

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

**ARTICLE I NAME**

The name of the corporation is

**WOERNER INC.**

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$1 par value per share.

**ARTICLE IV ADDRESS**

The initial street address of the principal office of this corporation is to be at 7212 JACARANDA LANE, MIAMI, FLORIDA 33014.

The Board of Directors may from time to time designate such other address and place of the principal office of this Corporation as it may see fit.

FILED  
55 MAY -1 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


**ARTICLE V REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That WOERNER INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, has named WILLIAM S. WOERNER located at 7212 JACARANDA LANE, MIAMI, FLORIDA 33014 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
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Registered Agent- WILLIAM S. WOERNER

**ARTICLE VI TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTILCE VII PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rated share thereof at the price at which it is offered to others.

#### ARTICLE VIII SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### ARTICLE IX DIRECTORS

This corporation shall have one director, initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

The name and street address of the initial member of the Board of Directors is:

WILLIAM S. WOERNER  
Director

7212 JACARANDA LANE  
MIAMI, FLORIDA 33014

#### ARTICLE X OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

WILLIAM S. WOERNER  
President

7212 JACARANDA LANE  
MIAMI, FLORIDA 33014

#### ARTICLE XI INCORPORATOR

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

WILLIAM S. WOERNER

7212 JACARANDA LANE  
MIAMI, FLORIDA 33014

ARTICLE XII EFFECTIVE DATE

These Articles of Incorporation shall be effective on Date of execution and acknowledgment.

ARTICLE XIII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, seal on this

27<sup>TH</sup> day of APRIL, 1995.

William S. Woerner (Seal)  
WILLIAM S. WOERNER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
5:11:17 - 1 PM 3:04