

P95000040870

6/23/95

FLORIDA DIVISION OF CORPORATIONS

12:50 AM

PUBLIC ACCESS SYSTEM

((H95000005751)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EDWARDS & ANGELL

DEPARTMENT OF STATE

250 ROYAL PALM WAY

STATE OF FLORIDA

PO BOX 3403

400 EAST GAINES STREET

PALM BEACH FL 33480-

000

TALLAHASSEE, FL 32399

CONTACT: REBECCA F ELACK

FAX: (804) 922-4000

PHONE: (407) 833-7700

FAX: (407) 655-8719

((H95000005751)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: WONDERWERKS, INC.

FAX AUDIT NUMBER: H95000005751

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/23/1995

TIME REQUESTED: 12:50:31

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 075410001517

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000005751)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

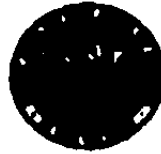
Type F1 for help

|BO 11733| |0| 11:30

W-16241
N/A
Dio.
fax

6/23/95 11:30

06:11:12 11:30



FLORIDA DEPARTMENT OF STATE
Sandra B. Northington
Secretary of State

The Name reservation
expired on
5/13/95
Bucky Black

May 23, 1995

EDWARDS & ANGELL

PALM BEACH, FL 33480

SUBJECT: WONDERWORKS, INC.
REF: W95000010841

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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.

(W93000005751)

ARTICLES OF INCORPORATION

OF

WONDERWORKS, 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 shall be WonderWorks, 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 total number of shares of all classes which the corporation shall be authorized to issue is Fifteen Thousand (15,000) shares of common stock, \$.01 par value per share.

ARTICLE IV. ADDRESS

The mailing address of the corporation is 138 Alhambra Place, West Palm Beach, Florida 33405.

The street address of the initial registered office of the corporation is c/o Edwards & Angell, 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480 and the name of the initial registered agent of the corporation at that address is John G. Igoo.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

(W93000005751)

John G. Igoo
Florida Bar No. 396184
Edwards & Angell
250 Royal Palm Way
Palm Beach FL 33480
(407) 833-7700

ARTICLE VI. DIRECTORS

This corporation shall have five (5) directors initially. The names and street addresses of the initial members of the Board of Directors are:

Pierre Gousseland	31 Deer Park Drive Greenwich, CT 06030
Joel T. Daves	P.O. Box 3032 West Palm Beach, FL 33402
Bruce Jensen	5038 Haleola Street Honolulu, HI 96820
Donald Cameron Jensen	138 Alhambra Place West Palm Beach, FL 33405
Ruth Jensen	Rte. 3, Box 157-D 605 Brickley Drive Fontana, WI 53125

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer,

employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR

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

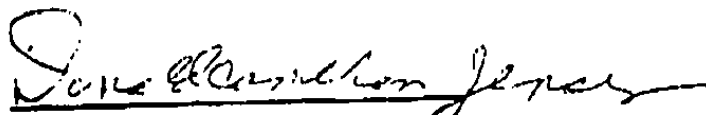
Donald Cameron Jensen

136 Alhambra Place
West Palm Beach, FL 33405

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 17 day of May, 1985.


Donald Cameron Jensen, Incorporator

(H95000005751)

- 3 -

RFB2432

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

The following is submitted in accordance with the requirements of Chapter
48.091, Florida Statutes:

WonderWorks, Inc., desiring to organize under the laws of the State of
Florida with its registered office, as indicated in the Articles of
Incorporation, in the Town of Palm Beach, County of Palm Beach, State of
Florida, has named John G. Igoe, located at 150 Royal Palm Way, Palm Beach,
Florida 33480, 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 Chapter 48.091,
F.S. relative to keeping open said office.

Accepted this 17th day of May, 1995.


John G. Igoe, Registered Agent

(H95000005751)