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(813) 441-0000 FAX (813) 442-0470

IN REPLY REFER TO:

May 10, 1995

P.O. Box 1531  
Tampa, FL 33601

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

600001487696  
-05/15/95---01082---013  
\*\*\*\*140.00 \*\*\*\*140.00

Re: The Wickberg Group

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation, in duplicate, to be filed with your office for the above-referenced corporation. Also enclosed is the Acceptance of Designation of Registered Agent. To cover the costs of this filing, we have enclosed our firm's check in the amount of \$122.50 in payment of:

|                              |          |
|------------------------------|----------|
| Filing Fee                   | \$ 70.00 |
| Certified Copy of Articles   | \$ 35.00 |
| Registered Agent Designation | \$ 35.00 |
| Total                        | \$140.00 |

W95-10354  
FILED  
95 JUN -7 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

If the enclosed Articles of Incorporation are approved for filing, will you kindly certify and return one of the enclosed executed originals. Thank you for your cooperation in this matter, and if there should be any questions, please give me a call.

Very truly yours, <sup>Signed in Mr. McCain's absence</sup>  
<sub>to avoid delay in mailing.</sub>

Carter B. McCain

CBM/sk

2284

789, 505, 612, 671

6/7  
JFE



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 26, 1995

CARTER B. MCCAIN, ESQUIRE  
MACFARLANE AUSLEY FERGUSON & MCMULLEN  
P.O. BOX 1531  
TAMPA, FL 33601

SUBJECT: THE WICKBERG GROUP  
Ref. Number: W95000010351

We have received your document for THE WICKBERG GROUP and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 295A00026861

FILED  
JUN -7 1995  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

WICKBERG ENTERPRISES CORP.

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Wickberg Enterprises Corp.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

NAME: CARTER B. MCCAIN, ESQ.  
ADDRESS: 111 MADISON ST., SUITE 2300  
TAMPA, FL 33602  
TEL. #: (813) 273-4226  
FLORIDA BAR #: 777293

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SECRETARY OF STATE  
TAMPA, FLORIDA

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

#### ARTICLE V

##### PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares of the corporation.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE

The street address of the initial registered office and principal office and mailing address of the corporation is 205 South Hoover, Suite 101, Tampa, FL 33609, the address of the registered agent of the corporation is 111 East Madison Street, Suite #2300, Tampa, FL 33602 and his post office address is P.O. Box 1531, Tampa, FL 33601, and the name of the initial registered agent at that address is Carter B. McCain.

#### ARTICLE VII

##### BOARD OF DIRECTORS

A. Initial Board of Directors. The name and address of the initial directors of the corporation are:

Norman Wickberg (sole officer)  
205 S. Hoover, Suite 101  
Tampa, FL 33609

Carter B. McCain (Registered Agent)  
111 East Madison Street, Ste. #2300  
Tampa, FL 33602

B. Number and Term. The Board of Directors shall be composed of no less than three (3) members who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the corporation. They shall hold office after their election for a period of one year or until their successors

are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the corporation;
- (2) exercising complete charge of the business of the corporation, including electing committees of the Board and delegating to them, as well as to the officers of the corporation, such powers in the conduct of the corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

## ARTICLE VIII

### OFFICERS

A. Officers of the corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the corporation's existence or until their respective successors are duly elected and qualified, are:

Norman Wickborg

President, Secretary & Treasurer

Carter B. McCain

Registered Agent

#### ARTICLE IX

##### INCORPORATOR

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

Carter B. McCain  
111 East Madison Street, Suite #2300  
Tampa, FL 33602

#### ARTICLE X

##### INDEMNIFICATION

A. 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 (including by or in the right of the corporation) 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, shall be indemnified by the corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding shall be liable for gross negligence or willful misconduct in the performance of his duty to the corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the corporation, its Board of Directors, its shareholders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law.

Furthermore, additional rights of indemnification may be provided in the By-Laws.

#### ARTICLE XI

#### MISCELLANEOUS

A. Other Offices, Agencies and Branches. The corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings. Meetings of the shareholders and directors of the corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have herunto set my hand and seal, this  
2nd day of June, 1995.

  
\_\_\_\_\_  
CARTER B. MCCAIN  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared Carter B. McCain, to me known and known to me to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.



SHIRLEY JEAN KNOWLES  
MY COMM. EXP. 7-29-96  
NOTIFIED BY SERVICE INS CO  
NO. CC179397

*Shirley Jean Knowles*  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, Carter B. McCain, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.325 of the Florida General Corporation Act.

  
\_\_\_\_\_  
CARTER B. MCCAIN

FILED  
95 JUN -7 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA