

890-342-8086

ACCOUNT NO. : 072100000032

REFERENCE : 627295 8669A

**AUTHORIZATION :**

COST LIMIT : \$ 70.00

-600001524986

ORDER DATE : June 27, 1995

ORDER TIME : 12:55 PM

ORDER NO. : 627295

CUSTOMER NO: 8669A

CUSTOMER: Miller Williams, Esq  
WILLIAMS MCGUIRE BRAGG &  
HEAD  
P. O. Box 3626

Orlando, FL 32802

DOMESTIC FILING

NAME: VERDI CORPORATION

XX ARTICLES OF INCORPORATION  
 \_\_\_\_\_  
 \_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
 XX \_\_\_\_\_ PLAIN STAMPED COPY  
 \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN JUN 28 1995

FILED  
95 JUN 27 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
VERDI CORPORATION

FILED  
95 JUN 27 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VERDI CORPORATION

The address of the principal office of this corporation shall be 255 South Orange Avenue, #1301, Orlando, Florida 32801, and the mailing address of the corporation shall be the same.

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 one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

John Vernon Head	255 South Orange Avenue, #1301
Dir./Pres.	Orlando, Florida 32801

ARTICLE VII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company, on June 27, 1995.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation  
to transact business in this State, having a business office  
identical with the registered office of the corporation named  
above, and having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and accepts the  
obligations of the position of Registered Agent under Section  
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

GLS/dks

# P95000050317

WILLIAMS, MCGUIRE, BRAGG & HEAD

JESSE F. WILLIAMS  
TERRANCE J. MCGUIRE  
DOVRY A. BRAGG  
MILLER WILLIAMS  
JOHN VERNON HEAD

JOHN J. TYSON  
OF COUNSEL

SUITE 1301, CITRUS CENTER  
255 SOUTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801

MAILING ADDRESS:  
POST OFFICE BOX 3626  
ORLANDO, FLORIDA 32802-0626  
TELEPHONE (407) 648 4333  
FAX (407) 648 0772

July 6, 1995

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

200001534242  
-07/11/95--01025--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

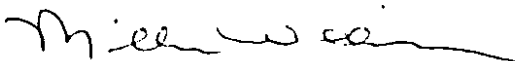
Re: Verdi Corporation  
Charter No. P95000050317  
Date Filed: June 27, 1995  
Our File No. 7588-4

Dear Sir/Madam:

Please find enclosed for filing with the Division of Corporations a Statement of Change of Registered Office and Registered Agent. Our check in the sum of \$35.00 is enclosed.

Thank you for your cooperation.

Sincerely,



L. Miller Williams

LMW:cjm  
Encl.

FILED  
1995 JUL 10 PM 6:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R. A. Change  
NFS  
7-14-95

Charter No: P95000050317

Date Filed June 27, 1995

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, 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 and registered agent in the State of Florida.

1. The name of the Corporation is: VERDI CORPORATION
2. The name and address of its present registered agent is:  
Corporation Information Services, Inc.  
1201 Hays Street  
Tallahassee, FL 32301
3. The name and street address to which its registered agent is to be changed is:  
L. Miller Williams, Esquire  
255 S. Orange Ave, Suite 1301  
Orlando, FL 32801
4. The street address of its registered office and the street address of the business office of its registered agent, as changed are identical.
5. Such Change was authorized by resolution duly adopted by its Board of Directors or by an Officer of the Corporation so authorized by the Board of Directors.

John Vernon Head, President  
(Typed name & Title)

Signature

(President or  
Vice President)

Date

June 28, 1995

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

L. Miller Williams

Signature  
(Agent)

Date

June 28, 1995

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1995 JUL 10 PM 6:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA