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DRYDEN & HEIDKAMP

ATTORNEYS & COUNSELORS AT LAW

THOMAS M. DRYDEN, P. A.\* (D4) 337-0518 ALBO LICENSED IN GEORGIA (94) 337-1960 THOMAS S. HEIDHAMP, P.A. (94) 337-2001 WILLIAM PAUL WRIGHT, EDO. (04) 337-0518

OF COUNSEL
RONALD J. NELSON, P.A. (p4l) 337-0073
LL.M. TAYATION
ALBO LICENSED IN ILLINOIS & WISCONSIN

July 10, 1995

2231 FIRST STREET FORT MYERS, FLORIDA 33901 FAX (941) 337-7140

\*BOARD CERTIFIED CREDITORS
RIGHTS SPECIALIST-CLLA
ACADEMY OF CONMERCIAL
AND BANKRUPTCY LAW SPECIALISTS

# **YIA FEDERAL EXPRESS**

Freida Chesser Corporate Specialist Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: W.M.J., Inc.

Dear Ms. Chesser:

SCORTAGE SECTIONS
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With regard to the above-referenced corporation and in accordance with your correspondence to this office dated July 6, 1995, enclosed please find the revised Articles of Incorporation for filing with the State. Your cooperation in ensuring that this corporation is charted immediately upon receipt will be much appreciated.

Should you need further information or documentation, please do not hesitate to contact me.

Sincerely,

DRYDEN-& HEIDKAMP

Thomas M. Dryden

For the Firm TMD\hmk

Enclosures

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## **ARTICLES OF INCORPORATION**

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#### W.M.J., INC.

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

## ARTICLE L. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be W.M.J., INC. The principal place of business of this corporation shall be 17645 San Carlos Blvd., Fort Myers Beach. Florida 33931.

#### 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 one thousand (1,000) shares of common stock having one dollar (\$1.00) par value per share.

# ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 17649 San Carlos Blvd., Fort Myers Beach, Florida 33931, and the name of the initial registered agent of the corporation at that address is JoAnne C. Holt. The undersigned is the registered agent of the corporation and the undersigned is familiar with the obligations of a registered agent under Florida law and accepts the obligations of that position.

#### ARTICLE V. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is: JoAnne C. Holt, 5713 Sandpiper Drive, Fort Myers, Florida 33919.



## **ARTICLE VI. INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

#### ARTICLE VIL. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

- A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

The undersigned incorporator has signed these Articles of Incorporation on this 4th day of June, 1995.

JOANNE C. HOLT, Incorporator and Registered Agent, who is familiar with and accepts the obligations of a registered agent under Florida law

STATE OF FLORIDA COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this & Cr day of June, 1995, by JOANNE C. HOLT, who is personally known to me or who has produced a valid Florida driver's license as identification.

My Commission Exples. 19,1995

My Commission Number

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REINSTATEMENT	AD ALL INSTRUCTIONS BE FLORIDA DEPARTMENT O Sandra B. Morthan Sacretary of State Division of componential	1
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W. M. J., INC.		95 DEC 20 PM 1: 16
Principal Extra of Branson 17220 Million Arthura		L. C. Miller St. A. L. A
17949 SAN CARLOS BLVD FT MYERS FL 33931	(フンこの -17年間 SAN CARLOS RIVO	
H. days	FT MYERS &L 33001	
2 Row Penegral Office Address: If Applicable Surface Address: If Applicable Surface Address: If Applicable Surface April 17220 Surface Carlos Blvd	Suite, Apt. #, ofc	4 Date Incorporated or Qualified To Do Business in Florida 07/05/1995 5 FEI Number
Zap	Zip Country	6 Applied For Not Applied For Not Applied For
Names and Street Addresses of Each Others are Litters Name of Officers and/or Directors	for Director (Florida nonprolit comprehens many	CERTIFICATE OF STATUS DESIRED S8.75 Additional Fee required for a Certificate of Status
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VP Mark Boeder	15492 Chlor C	2390
VP Mark Boeder See, T JoAnne Holf	5713 Sandaines	PL 33908 12/26/96-01035-025
	Ft supers , Ru	33919
		12/25/00
8. Name and Address of Current Re	Vistored &	INSTATEMENT 40
HOLT, JOANNE C Name and Address of New Registered Agent		
17810 CAN CARLOS BLVD FT MYERS FL-33931	Correction Street Address 5113	(P.O. Box Number is Net Acceptable)  Sandpiper P
I being appointed the indistered agent of the above no	city	Muers State Zip Code FL 3-3719
THE GIST	EREO ICEM (UST SIGN	Date 12/19/9 6
Does this corporation pay any Dept. of Revenue under S. 199	Yes	No See other side for information
an an officer or director or the receiver or to renstitutional application, the reason for dissolution to wed by the corporation have been paid and the names or the application is true and accurate, and my signature.	rustee empowered to execute this application as puss been eliminated, the corporate name satisfies a fundificial's little on this form do not qualify for a shall have the same legal effect as 4 marter.	on intingible fax.)  overlided for it chapter 607 or 617, F.S. I further certify that when filing in exemption under section 119 07(3)(i), F.S. The information indicated with
NATURE: SIGNATURE AND TYPED OR ADMITED HA	ME OF SIGNING OF SIGN	9 30 96 94-48 -978
<u>JoAr</u>	ine Holt	Date Dayline Phone

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