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TAMPA, FL 33602
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P9500056376



ACCOUNT NO. : 072100000032

REFERENCE : 645106 5312A

AUTHORIZATION :

Patricia Fyfe

COST LIMIT : ~~9.75~~ 78.75 SBR

ORDER DATE : July 20, 1995

ORDER TIME : 10:11 AM

600001542336...

ORDER NO. : 645106

CUSTOMER NO: 5312A

CUSTOMER: Ms. Katherine Russell
ANNIS MITCHELL COCKEY
EDWARDS & ROEHN, P.A.
Suite 2100
201 North Franklin Street
Tampa, FL 33602

95 JUL 20 11:46

DOMESTIC FILING

NAME: WHITCOM, INC.

95 JUL 20 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

XXXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS: T. BROWN JUL 20 1995

ARTICLES OF INCORPORATION
OF
WHITCOM, INC.

FILED
95 JUL 20 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: WHITCOM, INC. The mailing and street address of this Corporation is: 9800 4th Street North, St. Petersburg, Florida 33702.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Powers

This Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602, and the name of its initial registered agent at such address is Stephen L. Kussner.

ARTICLE VII

Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Robert J. Hales	405 N. Reo Street, Suite 240 Tampa, Florida 33609
Donald K. Roberts	9800 4th Street North St. Petersburg, Florida 33702

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Stephen L. Kussner	201 North Franklin Street Suite 2100 Tampa, Florida 33602

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

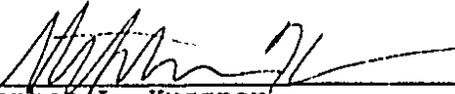
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 19th day of July, 1995.



 Stephen L. Kussner

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Stephen L. Kussner

Dated: July 19, 1995

2539-005-0285354.01

95 JUL 20 PM 3:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P950000 56376
ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN

PROFESSIONAL ASSOCIATION

MICHAEL D. ANNIS
ENOLA T. BROWN
PRESTON O. COCKEY, JR.
JODIL CORRIGAN
ROBERT M. DAISLEY
KIRK D. DAVID
JEFFREY M. DEAN
KENNETH A. DIAMOND
JOSEPH D. EDWARDS
W. KEITH FENDRICK
JOHN H. FISHER, II
WOLFGANG M. FLOHIN
DAVID A. GOLDSTEIN
D. LOCKWOOD GRAY
WILLIAM H. GRAY, III
CHRISTOPHER L. GRIFFIN
MERCEDES GONZALEZ HALE
CYNTHIA A. HENDERSON
MARK D. HOWARD
MICHELE R. HUDDICK
BARBARA HARDY HUNT
LAWRENCE P. INGRAM
GARY W. JOHNSON

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AVAILABLE FOR CONSULTATION
KARTEL VOLKHARDT & PARTNER
KURFURSTENDAMM 36
D 10719 BERLIN
GERMANY
OIL 49 30 805 7710
FAX 030 49 30 809 1308

ELIZABETH V. KELLEY
STEPHEN L. KUBBERN
DAVID L. LAPIDES
THOMAS M. LITTLE
W. EDWIN LITTON, II
ROBERT D. MCLEAN
MAHON PORTER MATHIASON
STEPHEN J. MITCHELL
LEE E. NELSON
CLAUDIUS H. PRITCHARD, V.
JOHN H. RAINE, III
FRED S. RIDLEY
ROBERT L. ROCKE
THOMAS J. ROEHN
JOSEPH W. N. HUGG
STEVEN M. SAMAH
OLIN O. SHIVERS
DEBRA K. SMETANSKI
GLENN T. SUNDIN
STEPHEN J. SZARD, III
JOSEPH N. TUCKER
RANDOLPH J. WOLFE

August 25, 1995

FREDERICK H. KARL
OF COUNSEL

Florida Secretary of State
Amendments Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Whitcom, Inc.
Our File No. 2539-014

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUG 25 1995

Dear Madam or Sir:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation of Whitcom, Inc. Please file the Articles of Amendment, place your filing stamp on the enclosed copy and issue a Certificate of Status. Our firm's check in the amount of \$43.75 is enclosed for the filing and certificate fees.

Please return the Certificate of Status and stamped copy of the Articles of Amendment to the undersigned in the envelope enclosed for that purpose.

If you have any questions, please let us know.

Sincerely,
Katherine Russell
Katherine Russell
Legal Assistant

FILED
95 AUG 31 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KR/mhl
Enclosures
2539-014-291575

M. WENDRICKS SEP - 4 1995
Amend

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WHITCOM, INC.

FILED
95 AUG 31 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHITCOM, INC., a corporation duly organized and existing under
the laws of the State of Florida, hereby certifies as follows:

Pursuant to unanimous written action of the voting
shareholders and Directors of the Corporation, in lieu of a special
meeting, which vote was sufficient for approval, the following
resolutions was adopted on August 23, 1995, amending the
Articles of Incorporation:

RESOLVED, that Article I of the Articles of Incorporation
filed with the Secretary of State of Florida be amended
as hereinafter set forth:

"The name of this Corporation is: **WITCOM, INC.**"

WHEREUPON, this 23rd day of August, 1995, the
Corporation has caused its Vice President to execute these Articles
of Amendment to Articles of Incorporation so that, on the filing
hereof, the Articles of Incorporation shall be deemed amended
accordingly.

WHITCOM, INC., a Florida
corporation

By: Robert J. Hales
Robert J. Hales
Vice President