

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086



**95000057047**

ACCOUNT NO. : 072100000032

REFERENCE : 647053 80349A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizziti*

ORDER DATE : July 24, 1995

ORDER TIME : 12:37 PM

ORDER NO. : 647053

CUSTOMER NO: 80349A

CUSTOMER: Ms. Jennifer Lukas  
WILLIAMS PARKER HARRISON  
DIETZ & GETZEN  
1550 Ringling Boulevard

Sarasota, FL 34236

700001544297

DOMESTIC FILING

NAME: WWS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUL 24 PM 3:04

FILED

- 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: Debbie Skipper

EXAMINER'S INITIALS: JUL 24 1995 BSB

ARTICLES OF INCORPORATION

OF

WWS, INC.

FILED

95 JUL 24 PM 3:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

WWS, Inc.

2. Principal Office. The principal office of the Corporation is:

8776 Midnight Pass  
Sarasota, Florida 34242

3. Mailing Address. The mailing address of the Corporation is:

Post Office Box 40057  
Sarasota, Florida 34242

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

James L. Turner  
200 South Orange Avenue  
Sarasota, Florida 34236

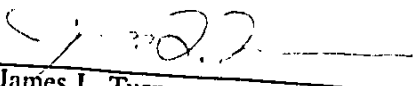
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

James L. Turner  
200 South Orange Avenue  
Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Florida Department of State.

Dated this 17<sup>th</sup> day of July 1995.

  
\_\_\_\_\_  
James L. Turner  
Incorporator and Registered Agent

P95000057047



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

WILLIAM W. SHERKENBACH, INC., a Michigan corporation not qualified to  
transact business in the State of Florida

INTO

WWS, INC., a Florida corporation, P95000057047

File date: March 18, 1996

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-1393 FAX

800-342-8086



P95000057047

ACCOUNT NO. : 072100000032  
REFERENCE : 884343 4352702  
AUTHORIZATION : Patricia P...  
COST LIMIT : \$ 12250

FILED  
96 MAR 18 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 15, 1996

ORDER TIME : 5:07 PM

ORDER NO. : 884343

600001748266

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas  
Williams Parker Harrison Dietz  
200 South Orange Avenue

Sarasota, FL 34230-3258

ARTICLES OF MERGER

WILLIAM W. SHERKENBACH, INC.

INTO

WWS, INC.

*Merger*

RECEIVED  
96 MAR 18 PM 4:14  
DIVISION OF CORPORATIONS

3/19/96

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS: \_\_\_\_\_

State of Florida  
ARTICLES OF MERGER

merging William W. Scherkenbach, Inc.,  
a Michigan corporation,  
into WWS, Inc.,  
a Florida corporation

FILED  
96 MAR 10 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, and Section 735, Michigan Corporations Act, William W. Scherkenbach, Inc., a corporation organized under the laws of the State of Michigan, (herein called "Scherkenbach") and WWS, Inc., a corporation organized under the laws of Florida (herein called "WWS") hereby execute the following Articles of Merger:

1. Scherkenbach is organized in the State of Michigan and WWS is organized in the State of Florida.
2. The number of outstanding shares of each class of stock of WWS is zero shares of common stock, \$1.00 par value, and the number of outstanding shares of each class of stock of Scherkenbach is 2,000 shares of common stock, \$1.00 par value.
3. The plan of merger is that upon the date that this form is filed with the State of Florida, (the "Effective Date"), Scherkenbach shall be merged with and into WWS with WWS surviving such merger and assuming all of the liabilities and obligations of Scherkenbach. All shares of common stock of Scherkenbach and WWS issued and outstanding on the Effective Date shall be cancelled, and shares of common stock of WWS shall be issued to the shareholders of Scherkenbach in the same number and subject to the same limitations as the shares of Scherkenbach had been subject to prior to the Effective Date.
4. The merger does not require the approval of the shareholders of WWS pursuant to F.S. 607.1103, and the merger was approved by all of the shareholders of Scherkenbach on February 29, 1996.
5. The date on which the board of directors of WWS adopted the plan of merger set forth in paragraph 3 above was February 29, 1996.
6. The date on which the board of directors of Scherkenbach adopted the plan of merger set forth in paragraph 3 above was February 29, 1996.
7. Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the board of directors of Scherkenbach or WWS at any time prior to the date of filing the Articles of Merger with the Secretary of State of the State of Florida, or the date of filing the Articles of Merger with the Secretary of State of the State of Michigan, whichever shall first occur.

Executed this 29th day of February, 1996.


WILLIAM W. SCHERKENBACH, INC.  
a Michigan corporation

By:

  
William W. Scherkenbach, President

WWS, INC.,  
a Florida corporation

By:

  
William W. Scherkenbach, President