

C. P. FOSTER, JR.
12725 AUTOMOBILE BLVD.
CLEARWATER, FL 34622
813-573-0400

P95000057204

July 18, 1995

Secretary of State
Corporate Records
Bureau/Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

000001543310
-07/21/95--01064--007
***122.50 ***122.50

Please find Articles of Incorporation enclosed for Waypoint Corporation. Filing fees of \$122.50 to include a return certified copy are enclosed. If you have any questions, I can be reached at 813-573-0400.

Sincerely,

C.P. Foster, Jr.

C.P. Foster, Jr.

Jul 25 1995 BST

FILED
95 JUL 21 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WAYPOINT CORPORATION**

FILED
95 JUL 21 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Waypoint Corporation.

ARTICLE II

DURATION

The term of existence of this corporation shall commence on the date of filing and shall be perpetual.

ARTICLE III

PURPOSE

The general nature of the business to be transacted by this corporation and its purpose is: to sell, to lease, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description, or any other business activity permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of an unissued or treasury shares.

ARTICLE V
REGISTERED OFFICE

The address of the initial registered office of the corporation is 12725 Automobile Boulevard, Clearwater, FL 34622.

The initial resident agent at this address will be C.P. FOSTER, JR.

ARTICLE VI
PRINCIPLE OFFICE AND MAILING ADDRESS

The Principle Office of the Corporation is 12725 Automobile Boulevard., Clearwater, Florida 34622.

The mailing address of the Corporation is 12725 Automobile Boulevard., Clearwater, Florida 34622.

ARTICLE VII
CAPITAL STOCK

The corporation is hereby authorized to issue one thousand (1,000) shares of common stock with the par value of ten cents (\$.10) per share.

ARTICLE VIII

DIRECTORS

The initial Board of Directors of this Corporation shall consist of one (1) member, whose name and address is:

NAME	ADDRESS
C.P. Foster, Jr.	12725 Automobile Blvd., Clearwater, FL

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Clearwater, Pinellas County, Florida, for the use and purposes aforesaid.

C.P. Foster, Jr.
C.P. Foster, Jr.

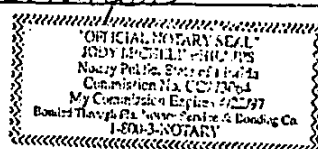
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BE IT REMEMBERED, that on the 17th day of July, 1995, personally appeared before the undersigned, a Notary Public of the State of Florida, C.P. Foster, Jr., party to the foregoing Articles of Incorporation, and who acknowledged and declared that he did make, subscribe and acknowledge these foregoing Articles of Incorporation as his voluntary act and deed and that the facts therein set forth are true and correct to the best of his knowledge.

*personal
knowledge*

Jody Michelle Gillis

Notary Public
State of Florida



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that Waypoint Corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida has named C.P. Foster, Jr. located at 12725 Automobile Boulevard, Clearwater, Florida, County of Pinellas, State of Florida as its agent to accept service of process within this state.

OFFICERS:

NAME:	SPECIFIC ADDRESS:
C.P. Foster, Jr.	12725 Automobile Blvd, Clearwater, FL 34622
President	
Secretary	
Treasurer	

DIRECTORS:

NAME:	SPECIFIC ADDRESS:
C.P. Foster, Jr.	12725 Automobile Blvd., Clearwater, FL 34622

By: C.P. Foster Jr.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: C.P. Foster Jr.

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