

P95000068636

TO: DIVISION OF CORPORATIONS  
10:22 AM

TO: 1900224XXX P.02

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
400 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: WORLD RESOURCES OF FLORIDA INC.  
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SHARON L. TALA

SEP 06 1995

SEP 06 1995  
22:11 PM  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Moynihan  
Secretary of State

August 31, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: WORLD RESOURCES OF FLORIDA INC.  
REF: W95000017629

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5170 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

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Loris Poole  
Corporate Specialist

FAX Aud. #: W95000009678  
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**ARTICLES OF INCORPORATION  
OF  
WORLD AIR RESOURCES OF FLORIDA INC.**

**ARTICLE I  
NAME**

The name of this corporation is WORLD AIR RESOURCES OF FLORIDA, INC.

**ARTICLE II  
DURATION**

This corporation is to exist perpetually.

**ARTICLE III  
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

The corporation is authorized to issue 1000 shares of \$1.00 per value common stock.

**ARTICLE V  
PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the principal office of the corporation is 2105 W Clay Street, Kissimmee, Florida 34741. The initial registered office of the corporation is 254 Division Street, Oviedo, Florida 32765 and the name of the initial registered agent is Marshall W. Liptak.

Marshall W. Liptak, Esq.  
254 Division St.  
Oviedo, FL 32765  
(407) 364-7352  
FPA 142914

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# ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by the by laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are: James W. Wilkerson Jr 12531 C.R. 681 Webster FL 33597, Peter Zaccagnino III, 2850 Pleasant Hill Road, Kissimmee, FL 34746, Ogi Zaccagnino 2850 Pleasant Hill Road, Kissimmee, FL 34746, Wesley K. Ward Jr 218 W Cypress Street, Davenport, FL 33837

# ARTICLE VII MISCELLANEOUS

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation. The stockholders may, by By-law provision or by stockholders' agreement recorded in the minute book, impose such restriction on the sale, transfer or encumbrance of the stock of this corporation as they may see fit

Any stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting, unless he shall make objection at such meeting to any defect or insufficiency of notice

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to be made to the members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

## ARTICLE VIII INDEMNITY


The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse any director, officer or employee for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made and that such director, officer or employee be reimbursed.

## ARTICLE IX AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto in the manner provided by law. The initial by-laws of this corporation shall be adopted by the directors. The by-laws may be repealed or amended from time to time by either the stockholders or directors, but the

directors may not alter, repeal or amend any by-laws adopted by the stockholders if the stockholders specifically provide such by-law not be subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 29<sup>th</sup> day of August, 1995.

  
Marshall W. Liptak  
254 Division Street  
Oviedo, FL 32765

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Marshall W. Liptak, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who produced satisfactory identification to wit: Florida Drivers License L132-552-45-390-0 and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29<sup>th</sup> day of August, 1995.

  
Notary Public HERNANDEZ R. LUIS  
My Commission Expires:



HERNANDEZ R. LUIS  
MY COMMISSION EXPIRES  
November 6, 1998  
ISSUED ONLY BY THE FLORIDA BOARD OF NOTARIES, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

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

**WORLD AIR RESOURCES OF FLORIDA, INC.** desiring to organize  
under the laws of the State of Florida with its principal office, as indicated in the  
Articles of Incorporation, at City of Oviedo, County of Seminole, State of Florida, has  
named **MARSHALL W. LIPTAK**, of 254 Division Street, Oviedo, Florida 32765, as  
its agent to accept service of process within this state.

**ACCEPTANCE**

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

  
Marshall W. Liptak

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