

1201 HAYN STREET
PENSACOLA, FL 32501
904-222-8086
P96000005310



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96 JAN 17 AM 11:11
DIVISION OF CORPORATION

EFFECTIVE DATE
1/12/96

ACCOUNT NO. : 072100000032

REFERENCE : 807244 1299A

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : January 17, 1996

ORDER TIME : 10:12 AM

ORDER NO. : 807244

CUSTOMER NO: 1299A

CUSTOMER: Harry B. Stackhouse, Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
P.o. Box 13010

Pensacola, FL 32591

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DOMESTIC FILING

NAME: WE WOW THEM, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

95 JAN 17 AM 8 24

FILED

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1/18/96

01-10-96 03:41PM FROM CLARK PARTINGTON

TO 14076995360

P005/014

EFFECTIVE DATE
1/12/96

ARTICLES OF INCORPORATION
OF
WE WOW THEM, INC.

FILED
96 JAN 17 AM 8 24
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, FRANK L. MILLER, III, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is WE WOW THEM, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 330 Sheoah Boulevard, Apartment 911, Winter Springs, Florida 32708.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this

corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 330 Sheoah Boulevard, Apartment 911, Winter Springs, Florida 32708, and the name of the initial registered agent of this corporation at that address is Frank L. Miller, III.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with these articles and the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Frank L. Miller, III
330 Sheoah Boulevard, Apartment 911
Winter Springs, Florida 32708.

Although the corporation initially will have one director, at the organizational meeting of the corporation, the shareholders and director shall require the corporation to have two directors, and such provision requiring two directors shall be included in the bylaws of the corporation. The election, replacement or removal of a director of the corporation shall require the consent of shareholders owning not less than 66% of the outstanding voting

shares of stock of the corporation. Neither this provision of the articles of incorporation nor the bylaw concerning the directors of the corporation shall be modified without consent of the shareholders owning not less than 66% of the outstanding voting shares of stock of the corporation.

The affirmative vote of the directors of the corporation shall be required in order to establish, modify or amend the quarterly and annual budgets of the corporation, or to authorize the disposal of a substantial portion of the assets of the corporation.

ARTICLE IX - INCORPORATOR

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

Frank L. Miller, III
330 Shacoah Boulevard, Apartment 911
Winter Springs, Florida 32708

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are signed by the incorporator so long as the articles are filed with the office of the Secretary of State within six (6) days of such date of signing. If these Articles of Incorporation are not filed within six (6) days of their execution, then the date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the office of the Secretary of State.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, but such amendment or repeal shall require the

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P006/014

affirmative vote of the shareholders owning not less than 66% of the outstanding voting shares of the stock of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 12 day of JANUARY 1996.

INCORPORATOR:

Frank L. Miller III (SEAL)
FRANK L. MILLER, III

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of We Wow Them, Inc.

Frank L. Miller III
FRANK L. MILLER, III

FILED
96 JAN 17 /M 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLARK, PARTINGTON, HART, LARRY, BOND, STACKHOUSE & STONE

ATTORNEYS AT LAW
POST OFFICE BOX 13010
PENSACOLA, FLORIDA
32501-3010

P96000005310

HARRY B. STACKHOUSE

ONE PENSACOLA FL
ST STREET, SUITE
PENSACOLA, FLORIDA 32501

February 21, 1996

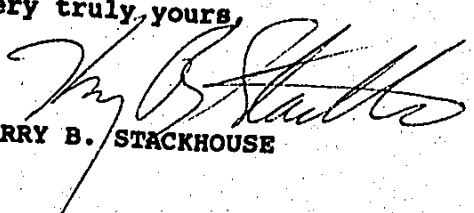
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: We Now Them, Inc.
(Charter # P96000005310)

Dear Sir or Madam:

Please change your records to reflect that the principal street address of the above-referenced corporation has changed from 330 Sheoah Boulevard, Apt. 911, Winter Springs, Florida 32708 to 300 Sheoah Boulevard, Apt. 911, Winter Springs, Florida 32708. Thank you.

Very truly yours,


HARRY B. STACKHOUSE

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