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2/19/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FROM: LOWNDES, DROSDICK, DOSTER,
KANTOR &

DEPARTMENT OF STATE

215 N EOLA DR

STATE OF FLORIDA

409 EAST GAINES STREET

ORLANDO FL 32801-

TALLAHASSEE, FL 32399

CONTACT: PATTIE M CALLAHAN

FAX: (904) 922-4000

PHONE: (407) 843-4600

FAX: (407) 423-4495

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P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR

NAME: WOLCORP

FAX AUDIT NUMBER: H96000002349

CURRENT STATUS: REQUESTED

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215 North Eola Drive
Post Office Box 2809
Orlando, Florida 32802-2809
Telephone (407) 843-4600
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Attorneys at Law

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DATE: February 19, 1996

TO: DEPARTMENT OF STATE

COMPANY: DIVISION OF CORPORATIONS

TELECOPIER NO: (904) 922-4000 TELEPHONE NO: (904) 487-6900

FROM: PATTIE M. CALLAHAN, LEGAL ASSISTANT TO LORAN A. JOHNSON

TELECOPIER NO: (407) 423-4495 TELEPHONE NO: (407) 843-4600

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CLIENT NO: 009112
PCP/PHASE II

MATTER NO: 46536
ATTY NO: 06

1196000002349

ARTICLES OF INCORPORATION

OF

WOLCORP

ARTICLE I - NAME

The name of this corporation is WOLCORP.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 5009 Park Central Drive, Orlando, Florida 32839.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of TEN CENTS (\$0.10) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Loran A. Johnson.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Henry Morton

1090 Don Mills Road, Suite 600
Canada M3C 3R6

251715CALLAHPM

H96000002349

This document was prepared by:

Loran A. Johnson, Esq.

Florida Bar Number: 339350
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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TALLAHASSEE, FLORIDA

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Paul Morton

1090 Don Mills Road, Suite 600
Don Mills, Ontario
Canada M3C 3R6

Joel K. Slater

5009 Park Central Drive
Orlando, FL 32839

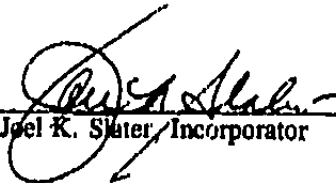
ARTICLE VI - INCORPORATOR

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

Joel K. Slater

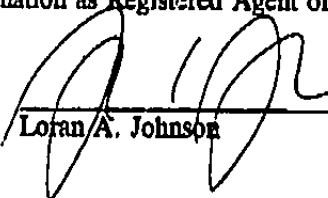
5009 Park Central Drive
Orlando, FL 32839

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 19th day of February, 1996.


Joel K. Slater, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of WOLCORP.


Lorin A. Johnson

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TALLAHASSEE, FLORIDA

P96000015237

**LOWNDES
DROSDICK
DOSTER
KANTOR &
REED, P.A.**

Attorneys at Law

Ernest E. Drosdick
(1936-1982)

James Ricketts
Matt E. Deal
William A. Beckett
William R. Bud, Jr.
Matthew G. Brenner
Dale A. Burkett
Charles C. Carrington
W. Michael Clifford
W. Terry Contino
James M. Courtney
William L. Doster
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Maranda E. Fitzgerald
Thomas T. Francis

Julia L. Frey
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Of Counsel

Michael V. Hluberry
Terrell D. Piner

July 24, 1996

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Ms. Loria Poole
Corporate Specialist
New Filings Section
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Wolcorp
Document Number: P96000015237

Dear Ms. Poole:

Per our earlier discussion, enclosed are the Articles of Amendment to the Articles of Incorporation to add the corporate suffix "Inc." to the above-referenced corporation's name. As we further discussed, the Articles of Amendment should be filed at no charge. Enclosed is a check in the amount of \$52.50 for a certified copy of the Amendment. Please file the amendment as soon as possible and send the certified copy to me at the address below.

Let me know if you have any questions concerning the above.

Very truly yours,

Pattie M. Callahan

Pattie M. Callahan
Legal Assistant to
Loran A. Johnson

Enclosures
9112/46536

*corp nc
Linda*

278549/CALLAHM

\$35.00 Filing fee waived

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF WOLCORP.

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Statutes, WOLCORP. adopts the following Articles of Amendment to its Articles of Incorporation:

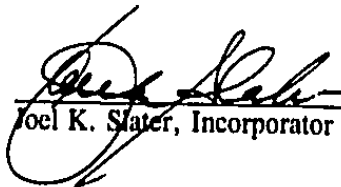
1. The name of the corporation is WOLCORP.
2. The original Articles of Incorporation for the corporation were filed on February 19, 1996 and assigned Charter No. P96000015237.
3. Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I - NAME

The name of this corporation is WOLCORP, INC.

4. The above Amendment has been adopted this 14th day of May, 1996 by the sole incorporator of the corporation prior to the issuance of any shares.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Amendment this 14th day of May, 1996.


Joel K. Slater, Incorporator

FILED
96 JUL 26 PM 4:08
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TALLAHASSEE, FLORIDA