



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

April 1, 1996

P96000033044

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/10/96--01020--014
++++70.00 +++++70.00

RE: The Wendell Group, Inc.
P3296747THIDL

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for The Wendell Group, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Kimberly Andras
Corporate Service Representative

enc.

4-16-96
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56 APR 12 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
The Wendell Group, Inc.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be The Wendell Group, Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 4730 58th Avenue, Vero Beach, FL 32967.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 5,000 shares at no par value.

SIXTH: The number of directors constituting the initial board of directors is eight, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Keith Wendell Idlette	4730 58th Avenue, Vero Beach, FL 32967
Joe Nathan Idlette Jr.	4730 58th Avenue, Vero Beach, FL 32967
Bernice Ross Idlette	4730 58th Avenue, Vero Beach, FL 32967
Anthony DeNorris Idlette	4730 58th Avenue, Vero Beach, FL 32967
Joe Nathan Idlette, III	4730 58th Avenue, Vero Beach, FL 32967
Jacqueline Jurrell Idlette	4730 58th Avenue, Vero Beach, FL 32967
Jennifer Bernice Idlette	4730 58th Avenue, Vero Beach, FL 32967
Jody Lynn Idlette	4730 58th Avenue, Vero Beach, FL 32967

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation, Three Christina Centre
201 North Walnut Street, Wilmington, DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 1st day of April, 1996.

Kimberly Andras
State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 1st day of April, 1996 by Kimberly Andras.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years

Susan M. Griffin
Notary Public

This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

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96 APR 12 PM 1:20
TALLAHASSEE, FLORIDA

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

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this The Wendell Group, Inc. desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of Vero Beach, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation, at
the place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


Larry Wolfe

April 1, 1996
Date

P96 0000 33044

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/04/97--01130--008
*****35.00 *****35.00

Subject: Change of Registered Agent

Enclosed with this letter is information necessary to change the registered agent and registered agent address for The Wendell Group, Inc.

Your returned acknowledgment of the change will be greatly appreciated.

From: Keith W. Idlette
5804 Indian Pines Blvd.
Fort Pierce, FL 34950

Daytime Phone 561-460-6325

FILED
97 APR -2 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. A. Change
LF 4497

~~*1055, 1065, 672*~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

97 APR -2 AM 8:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 5, 1997

Kelth W. Idlette
5804 Indian Pines Blvd.
Ft. Pierce, FL 34950

SUBJECT: THE WENDELL GROUP, INC.
Ref. Number: P96000033044

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 197A00011365

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: THE WENDELL GROUP, INC.
2. The mailing address of the corporation is: 5804 INDIAN PINES BLVD.
(Just recently changed) → FORT PIERCE, FL 34951
3. Date of incorporation/qualification: 04/01/96 Document number: _____
4. The name and address of the current registered agent and office:

LARRY WOLFE
200 - A JOHN KNOX ROAD
TALLAHASSEE, FL 32303-6643

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97 APR -2 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

KEITH W. IDOLTE
5804 INDIAN PINES BLVD.
FORT PIERCE, FL 34951

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Keith W. Idolte 03/11/97
(Signature of an officer, chairman or vice chairman of the board) (Date)

KEITH W. IDOLTE PRESIDENT
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Keith W. Idolte 03/11/97
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)