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PRESTIGE BUILT  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 941374 11440A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 3, 1996

ORDER TIME : 11:29 AM

ORDER NO. : 941374

EFFECTIVE DATE

5-1-96

CUSTOMER NO: 11440A

400001807124

-05/03/96--01078--004

\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Tom Roman, Esq  
ROMAN & ROMAN, P.A.

Suite #1  
2196 Main Street  
Dunedin, FL 34698

DOMESTIC FILING

NAME: WINGHOUSE III, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

5-7-96 11:29 AM  
CSC NETWORKS  
DUNEDIN, FL 34698

5-7-96

**ARTICLES OF INCORPORATION**  
**OF**  
**WINGHOUSE III, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - Name**

The name of the Corporation is **WINGHOUSE III, INC.**

**ARTICLE II - Commencement and Duration**

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III - Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - Principal Office**

The initial principal office of the Corporation will be located at 2426 Butternut Court, Florida 34698.

**ARTICLE V - Stated Capital**

The Corporation is authorized to issue 1,000 shares of common stock at ONE DOLLAR (\$1.00) par value per share.

**ARTICLE VI - Board of Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the Shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the Shareholders. The Corporation shall have one (1)

director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and street address of the initial Director who shall hold office until his successor(s), who shall be chosen at the first meeting of the Shareholders, have been qualified shall be:

Name

Address

**CRAWFORD KER**

**2426 Butternut Court  
Dunedin, FL 34698**

#### **ARTICLE VII - Indemnification**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### **ARTICLE VIII - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

#### **ARTICLE IX - Amendment**

These Articles of Incorporation may be amended at any time by a vote of the majority of the Shareholders of the Corporation, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

#### **ARTICLE X - Incorporator**

The name and address of the Incorporator to these Articles of Incorporation is:

Name

Address

**ROMAN & ROMAN**

**2196 Main Street, Suite L  
Dunedin, FL 34698**

**ARTICLE XI - Initial Registered Office and Registered Agent**

The Initial Registered Agent and its address at the Registered Office of the Corporation is:  
**ROMAN & ROMAN, 2196 Main Street, Suite L, Dunedin, Florida 34698.**

**Acknowledgment of Registered Agent**

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

**ROMAN & ROMAN**

By: 

**Thomas A. Roman, President**

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 1<sup>st</sup> day of May, 1996.

**ROMAN & ROMAN**

By: 

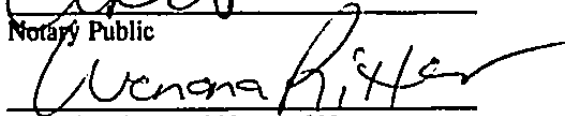
**Thomas A. Roman, President**

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of May, 1996, by **Thomas A. Roman**, as President of **ROMAN & ROMAN**, who is personally known to me.

  
Notary Public

My commission expires:

  
Printed or Stamped Name of Notary

corp/wingh3/art



WENONA RITTER  
MY COMMISSION # 00446335 EXPIRES  
MARCH 19, 1999  
POWERED THRU TROY FARM INSURANCE, INC.

# PATEL, MOORE & O'CONNOR

A PROFESSIONAL ASSOCIATION

Attorneys and Counselors at Law

SANDIP I. PATEL  
STEVEN W. MOORE  
PATRICK M. O'CONNOR\*

\* LLM • Taxation

OF COUNSEL  
RONALD E. SMITH†

† Registered Patent Attorney

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REPLY TO: Clearwater

18167 U.S. 19 North  
Harbourside Suite 150  
Clearwater, Florida 34624  
(813) 539-8600  
Facsimile (813) 536-5936

122 South Howard Avenue  
Tampa, Florida 33606  
(813) 254-1185  
Facsimile (813) 254-0561

June 12, 1997  
File No.: 1178-0800

Department of State  
Division of Corporations  
P.O. Box 5327  
Tallahassee, FL 32314

RE: Winghouse III, Inc. - Change of Address

Gentlemen:

Please be advised that the address for Winghouse III, Inc. has been changed to the following:

4707 - 140th Avenue North, Suite 111  
Clearwater, Florida 34622

We would appreciate it if you would make this change. If you have any questions, please do not hesitate to contact me.

Sincerely,

PATEL, MOORE & O'CONNOR, P.A.

*S. Patel*  
Sandip I. Patel

SIP/jw

KS 7/7