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JUNE 13 1996

May 10, 1996

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

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-05/14/96--01061--011
****122.50 ****122.50

Re: WAVCO, INC.
Our File No. WA84S01

Ladies/Gentlemen:

Enclosed are the original and copy of the Articles of Incorporation for the captioned corporation, together with the firm's check in the amount of \$122.50 in payment of the filing fees.

Please return a certified copy of the Articles, showing the filing information, to this office in the envelope provided.

Sincerely,



Richard J. Dungey
RJD/smj\letters\
Enclosures
cc: Tom Walinski

W HENDRICKS MAY 20 1996

FILED
96 MAY 13 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WAVCO, INC.

ARTICLE I

NAME

The name of this corporation shall be:

WAVCO, INC.

The corporation's principal place of business and mailing address shall be:

1805 EUCALYPTUS AVENUE
FT. PIERCE, FLORIDA 34949

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1805 EUCALYPTUS AVENUE, FT. PIERCE, FL 34949.

The name of the initial registered agent of this corporation at that address is:

THOMAS M. WALINSKI

ARTICLE V

INCORPORATOR

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

THOMAS M. WALINSKI and AMY B. WALINSKI
1805 EUCALYPTUS AVENUE
FT. PIERCE, FL 34949

ARTICLE VI

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to

the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII

COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Florida Statutes, Section 607.0203, this corporation's existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 day of May, 1996.


THOMAS M. WALINSKI


AMY B. WALINSKI

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for WAVCO, INC., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that capacity, and 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 obligations of my position as registered agent.

Dated this 8th day of May, 1996.

Thomas M. Walinski
THOMAS M. WALINSKI,
Registered Agent

FILED
SS MAY 13 1996
STOCKPORT, ALABAMA
TALMAGE