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BRYAN D. AUSTIN

**EFFECTIVE DATE**  
6/3/96

POST OFFICE BOX 941690  
MAITLAND, FLORIDA 32794-1690  
TELEPHONE: (407) 579-0009  
FACSIMILE: (407) 647-4001

June 3, 1996  
VIA FEDERAL EXPRESS

Attorneys Title Insurance  
660 E. Jefferson Street  
Suite 200  
Tallahassee, Florida 32301  
Attention: Julia

*Return  
to P.D.*

RECEIVED  
JUN 4 1996  
FEDERAL EXPRESS  
TALLAHASSEE, FLORIDA

RE: Incorporation of Wimak Consultants & Investments, Inc.

Dear Julia:

Enclosed for filing with the Florida Department of State is an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is this firm's check for \$70.00 to cover the costs of filing for the corporation. Please have these documents filed on Tuesday, June 4, and send verification of filing and a stamped dated copy of the Articles of Incorporation to our office at the above address via your courier. Should you have any questions regarding this matter, please do not hesitate to call. Thank you for your attention to this matter.

Sincerely,



Bryan D. Austin

Enclosures

RECEIVED  
FILED  
JUN -4 1996  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA  
6 JUN -4 1996 JUN -4 PM 2:38

*SAS  
6/4/96*

EFFECTIVE DATE  
6/3/96

**ARTICLES OF INCORPORATION  
OF**

FILED

96 JUN -4 PM 2:30

**WIMAK CONSULTANTS & INVESTMENTS, INC.**

The undersigned subscriber to these articles of incorporation, being competent to contract, hereby forms a corporation under the laws of the state of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be WIMAK CONSULTANTS & INVESTMENTS, INC.

**ARTICLE II - PURPOSE**

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

**ARTICLE III - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1) per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall determine the value of any real or personal property, services, or any other right acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its certificate of incorporation.

**ARTICLE IV - DURATION**

The effective date upon which this corporation shall come into existence shall be June 3, 1996, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the corporation is:

1233 Tadsworth Terrace  
Heathrow, Florida 32746

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1233 Tadsworth Terrace  
Heathrow, Florida 32746

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

Stewart J. Campbell

#### ARTICLE VII - BOARD OF DIRECTORS

- A. The initial number of directors of this corporation shall be one (1).
- B. The number of directors may be increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.
- C. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.
- D. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.
- E. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.
- F. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

#### ARTICLE VIII - INITIAL DIRECTOR

The name and street address of the initial member of the board of directors, to hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified :

<u>Name</u>	<u>Street Address</u>
Weldon Andrew Lee	6231 Bellona Avenue Baltimore, Maryland 21212

#### ARTICLE IX - INCORPORATOR TO ARTICLES

The following is the name and street address of the incorporator to these articles of incorporation:

<u>Name</u>	<u>Street Address</u>
Weldon Andrew Lee	6231 Bellona Avenue Baltimore, Maryland 21212

#### ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

If the shareholders of this corporation elect for this corporation to be taxed as a Subchapter S corporation (as that term is defined in the Internal Revenue Code) then the following provisions shall apply:

No stockholder shall transfer all or any part of his shares of the corporation's stock if that transfer would cause an election made by the corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void. Without limiting the foregoing, any purported transfer will be null and void if, under the provisions of the Internal Revenue Code in effect at the time of the purported transfer,;

(1) the transferee is a person ineligible to be a stockholder in an S corporation,

or

(2) the number of stockholders in the corporation immediately after the transfer would exceed the maximum number an S corporation is allowed to have.

This provision is subject to more specific provisions which may be set forth within the Bylaws of this corporation.

ARTICLE XI - AMENDMENT

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 the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE XII - BY-LAWS

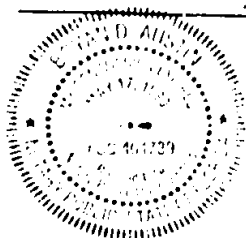
The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.


IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 14 day of June, 1996.

  
WELDON ANDREW LEE

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 14 day of June, 1996, by WELDON ANDREW LEE, who is personally known to me or who has produced as identification and who did (did not) take an oath.



  
Notary Public, State of Florida  
Name: \_\_\_\_\_  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of WIMAK CONSULTANTS & INVESTMENTS, INC..

  
STEWART J. CAMPBELL