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1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9171
01/23/97



PRINCIPAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 014698 6469B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 10, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 014698

CUSTOMER NO: 6469B

CUSTOMER: Marlis J. Spear, Legal Asst
MAGUIRE VOORHIS & WELLS, P.A.

P. O. Box 633

Orlando, FL 32802

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 10 PM 12:21

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DOMESTIC FILING

NAME: WENVEST, INC.

File
1st

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

RECEIVED
95 JUL 10 AM
DIVISION OF CORP
JL 7/10/96

ARTICLES OF INCORPORATION
OF
WenVest, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 10 PM 12:21

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be WenVest, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 5401 Kirkman Road, Suite 725, Orlando, Florida 32819, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any act'vity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 5401 Kirkman Road, Suite 725, Orlando, Florida 32819. The initial registered agent of the Corporation at the registered office shall be Rashid A. Khatib.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of four (4) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Rashid A. Khatib	5401 Kirkman Road Suite 725 Orlando, Florida 32819
Zahi W. Khouri	5401 Kirkman Road Suite 725 Orlando, Florida 32819
Ralph W. Pressley	5401 Kirkman Road Suite 725 Orlando, Florida 32819
Carson Good	5401 Kirkman Road Suite 725 Orlando, Florida 32819

ARTICLE VIII

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Incorporator

96 JUL 10 PM 12:21

18: The name and address of the incorporator of the Corporation


Name

Address

Rashid A. Khatib

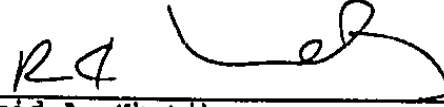
5401 Kirkman Road
Suite 725
Orlando, Florida 32819

Executed this 9th day of July, 1996.


Rashid A. Khatib, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Rashid A. Khatib,
Registered Agent

Date: July 9, 1996

MAQUINN, VOORHIS & WELLS, P.A.

Attorneys at Law

SUNTRUST CENTER, SUITE 2000
500 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE (407) 846-1100
FACSIMILE (407) 878-0007

MAILING ADDRESS:
P. O. BOX 833
ORLANDO, FLORIDA 32802

WRITER'S DIRECT DIAL

800001965528
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VIA COURIER

Division of Corporation
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Subject: WanYest, Inc.

Gentlemen:

Enclosed please find the following concerning the above-referenced corporation:

1. Original and one copy of Articles of Amendment; and
2. A check in the amount of \$43.75 in payment of the filing fee and the cost of a Certificate of Status.

Please file the original, date-stamp the photocopy with the filing information and return it to me, together with a Certificate of Status, for our file.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Maria J. Spear
Mrs. Maria J. Spear
Legal Assistant

/mjs

Enclosures

cc: Randall Hodge, Esq.
Leighton D. Yates, Jr., Esq.

P:\FBI\PLAND\PL

*Have
Cherry
10-2-96
P*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

36 OCT -1 PM 4:22

FILED

DIVISION OF CORPORATION

36 OCT -1 PM 2:02

RECEIVED

ORLANDO

MELBOURNE

TALLAHASSEE

WenVest, Inc.

ARTICLES OF AMENDMENT

The undersigned Director of WenVest, Inc. delivers these Articles of Amendment in order to amend the Articles of Incorporation of the Corporation.

ARTICLE I

The present name of this Corporation is WenVest, Inc.

ARTICLE II

Article I of the Corporation's Articles of Incorporation is amended to change the name of the Corporation to WenVest of Orlando, Inc.

ARTICLE III

The resolution of all of the Directors of the Corporation changing the corporate name was adopted on September 27, 1996. Because the Corporation has not yet issued shares, pursuant to Section 607.1005, Florida Statutes, action by the shareholders is not required.

Executed this 27th day of September, 1996.


Rashid A. Khatib, Director