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HAND AND CHAPMAN, P.A.  
ATTORNEYS AND COUNSELLORS AT LAW  
320 GROVE AVENUE  
POST OFFICE BOX 2725  
WINTER PARK, FLORIDA 32790-2725

MICHAEL T. HAND  
L. BRANDON CHAPMAN

TELEPHONE (407) 740-0557  
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July 22, 1996

Chief, Bureau of Corporate Records  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

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-07/30/96--01012--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: WIMBERLEY AND ASSOCIATES, Inc.

Dear Madam or Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50 which represents the following fees:

Filing Fee	\$ 35.00
Certificate of Registered Agent	35.00
Certified copy of Charter	<u>52.50</u>
	\$ 122.50

Upon acceptance of the charter and filing thereof by your office, please provide my office with a certified copy of the Charter and charter number.

Thank you for your assistance in this matter. Should you have any questions, please contact our office at your earliest convenience.

Sincerely yours,

*Michael T. Hand*  
Michael T. Hand

MTH:ms  
Enclosure

FILED  
96 JUL 29 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN JUL 31 1996

**ARTICLES OF INCORPORATION  
OF  
WIMBERLEY AND ASSOCIATES, INC.**

**FILED**  
96 JUL 29 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of this corporation is Wimberley and Associates, Inc.

**ARTICLE II**

**Term of Existence**

This corporation shall commence on the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

**ARTICLE III**

**Nature of Business**

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE IV**

**Capital Structure**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7,500) shares of common stock, having a par value of One (\$1.00) Dollar per share.

## ARTICLE V

### Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Michael T. Hand. The street address of the initial registered agent of this corporation, which is identical with the principal business office of the registered agent, is 320 Grove Avenue, Winter Park, Florida 32789. The principal and registered addresses are the same.

## ARTICLE VI

### Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of the directors shall be decided by resolution of the shareholders.

## ARTICLE VII

### Initial Board of Directors

The name and street address of each member of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until a successor is elected and qualified, or until resignation, removal from office or death:

#### Name

#### Street Address

Ronald J. Wimberley

505 N.W. Ivanhoe Boulevard  
Orlando, Florida 32804

## ARTICLE VIII

### Incorporator

The name and street address of each Incorporator is:

<u>Name</u>	<u>Street Address</u>
Ronald J. Wimberley	505 N.W. Ivanhoe Boulevard Orlando, Florida 32804

#### ARTICLE IX

##### Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

#### ARTICLE X

##### Indemnification

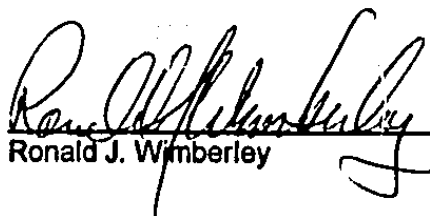
The corporation shall indemnify any officer or director, or any former director, to the full extent permitted by law.

#### ARTICLE XI

##### Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the Incorporator executed these Articles of Incorporation this 19 day of July, 1996.

  
\_\_\_\_\_  
Ronald J. Wimberley

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared Ronald J. Wimberley, who is personally known to me or who has produced his Driver's license as identification, and who acknowledged before me that he executed same for the purposes therein expressed.

WITNESS MY HAND AND SEAL this 19th day of July, 1996.



KATHI MOSCHOS  
My Commission CC804631  
Expires Nov. 12, 1998

Kathi Moschos  
Notary Public  
Kathi Moschos  
Typed Name of Notary Public  
Commission Number CC504631  
My Commission Expires: Nov. 12, 1998

Having been named to accept service of process for the above named Corporation, at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and keeping the designated office open.

Michael T. Hand  
Michael T. Hand  
Registered Agent

FILED  
96 JUL 29 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA