

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-22-0393

800-342-8086



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 142480 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 4, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 142480-005

CUSTOMER NO: 132254A

CUSTOMER: Ms. Mary Curry  
BRONSTEIN CARLSON GLEIM &  
SMITH, P.A.  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

EFFECTIVE DATE  
11-1-96

300001995193--5  
-11/04/96--01042--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: THE DAB GROUP, INC.

EFFECTIVE DATE:

XX 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: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
96 NOV -4 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 NOV -4 PM 12:40  
DIVISION OF CORPORATIONS

11-596  
KR

ARTICLES OF INCORPORATION  
OF

THE DAB GROUP, INC.

EFFECTIVE DATE  
11-1-96

FILED  
96 NOV -4 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is THE DAB GROUP, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602.

ARTICLE III.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of November 1, 1996.

ARTICLE IV.

PURPOSES

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

**ARTICLE V.**

**CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI.**

**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are DAVID A. BURNS, 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602.

**ARTICLE VII.**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are J. PATRICK MICHAELS, JR., 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602.

**ARTICLE VIII.**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are SUSAN W. CARLSON, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

**ARTICLE IX.**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X.**

**BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE XI.**

**INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

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

Susan W. Carlson  
SUSAN W. CARLSON  
INCORPORATOR

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**  
**ACKNOWLEDGMENT OF REGISTERED AGENT**

Pursuant to Section 607.0501, Florida Statutes, I agree to act  
in the capacity of Registered Agent for the above corporation and  
will comply with the provisions of all statutes relative to the  
proper and complete performance of my duties. I am familiar with  
and accept the obligations of 607.0505, Florida Statutes.

Dated this 1<sup>st</sup> day of November, 1996.

David A. Burns  
DAVID A. BURNS

117086

FILED  
96 NOV -4 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



THE UNITED STATES  
CORPORATION  
COMPANY

P96000090607

ACCOUNT NO. : 072100000032

REFERENCE : 233389 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 23, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 233389-005

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst  
Bronstein Carlson Gleim &  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

800002000248--4  
-01/23/97--01061--029  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
97 JAN 23 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: THE DAB GROUP, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

RECEIVED  
96 JAN 23 AM 11:32  
TALLAHASSEE

CONTACT PERSON: Andrea C. Mabry

N. HENDRICKS JAN 23 1997

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF AMENDMENT OF  
THE DAB GROUP, INC.

FILED  
97 JAN 23 PM 3:45  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the corporation is The DAB Group, Inc.
2. Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I  
NAME

The name of this corporation is Willow Pond Holdings, Inc."

3. This Amendment has been adopted by unanimous Written Action of all of the Directors and Shareholders of the Corporation on January 7, 1997.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation this 17th day of January, 1997.

The DAB Group, Inc.

By: 

H. Gene Gawthrop, President

(CORPORATE SEAL)