

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW

P96000098874

OUR FILE NUMBER: 17009.09000

WRITER'S DIRECT DIAL NUMBER: (407) 650-0726

December 2, 1996

Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Re: Wick Family Corp.

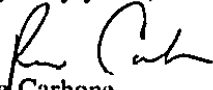
Dear Sir or Madam:

Enclosed please find the original and a duplicate of the Articles of Incorporation. Also enclosed is a check made payable to the Florida Secretary of State in the amount of \$122.50 representing the filing fees.

The original is to be filed in your office and the copy certified and returned to the undersigned at this office in the envelope provided.

Please call me if there is any reason why the Articles will not be filed immediately. Thank you for your assistance.

Very truly yours,



Rose Carbone
Legal Assistant

Enclosures

cc: Susan Daly, Esq.

FILED
96 DEC -4 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-6-96
KR

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ARTICLES OF INCORPORATION
OF
WICK FAMILY CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is WICK FAMILY CORP.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

1903 Bay Road
Apartment 105
Vero Beach, Florida 32963

The mailing address of this corporation shall be:

1903 Bay Road
Apartment 105
Vero Beach, Florida 32963

Article V

Capital Stock

The corporation is authorized to issue one thousand (1,000) shares of one cent (\$.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1903 Bay Road, Apartment 105, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation at the address is Marguerite Wick. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

The corporation shall have three (3) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is listed below:

Philip Wick, III	1903 Bay Road Apartment 105 Vero Beach, Florida 32963
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Christopher M. Wick	6 Skiff Lane Mystic, CT 06355
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Marguerite Wick	1903 Bay Road Apt. 105 Vero Beach, FL 32963
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Article VIII

Incorporator

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

Marguerite Wick	1903 Bay Road
	Apartment 105
	Vero Beach, Florida 32963

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any

other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

The 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 shareholder(s) is subject to this reservation.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Marguerite M. Wick
Marguerite Wick, Incorporator

NOVEMBER
DATED: ~~October~~ *7*, 1996

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for WICK FAMILY CORP., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Marguerite Wick
Marguerite Wick

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TALLAHASSEE, FLORIDA

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW

PA6000098874

OR FILE NUMBER: 17009.09000
WRITER'S DIRECT DIAL NUMBER: (561) 234-1040
WRITER'S E-MAIL ADDRESS: sdaly@gunster.com

July 18, 1997

Ms. Sandra B. Mortham
Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Wick Family Corporation

Dear Ms. Mortham:

It has come to my attention that the Annual report for the Wick Family Corporation was filed with the incorrect tax identification number.

Please note for your files that the tax identification number for the Wick Family Corporation is 59-3425793.

If you have any questions, please contact me at (800) 451-3761.

Sincerely,


Susan M. Daly

cc: Mrs. Marguerite M. Wick

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