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1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-227-0393 FAX

800-342-8086



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 192005 80749A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Puyot

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 17 AM 9:17

ORDER DATE : December 17, 1996

ORDER TIME : 2:15 PM

ORDER NO. : 192005-005

200002031842-2

CUSTOMER NO: 80749A

CUSTOMER: Robert C. Sifrit, Esq
FARR FARR EMERICH SIFRIT AND
HACKETT, P.A.

2315 Aaron Street
Port Charlotte, FL 33952

DOMESTIC FILING

NAME: MMWD, INC.

EFFECTIVE DATE: *Y*

*Effective
1-1-97*

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

RECEIVED
96 DEC 17 PM 3:26
DIVISION OF CORPORATIONS

12/18

ARTICLES OF INCORPORATION

OF

MMWD, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 17 AM 9:17

*effective
11-1-97*

ARTICLE I

The name of this corporation is MMWD, INC.. The principal office and/or mailing address of this corporation is as follows: P. O. Box 193730, San Francisco, California 94119-3730.

ARTICLE II

This corporation is organized for the following purposes: To carry on any business, occupation, undertaking or enterprise and to exercise any power or authority which may be done by a private corporation organized and existing under and by virtue of Florida Statutes, Chapter 607 (1995), and it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Florida Statutes, Chapter 607, (1995).

ARTICLE III

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, all of which shall be fully paid and non-assessable.

ARTICLE IV

The corporation elects to have preemptive rights.

ARTICLE V

The street address of the initial registered office of this corporation is 2315 Aaron Street, Port Charlotte, Florida 33952 and the name of the initial Registered Agent of this corporation at that address is Robert C. Sifrit, Esq.

The effective date of this corporation will commence after January 1, 1997.

ARTICLE VI

The name and address of each incorporator is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
Fritz Arko	33 Escalon Drive Mill Valley, CA 94941
Margaret Majua	1150 Estates Drive Lafayette, CA 94549
David MacIntosh	533 Zenith Ridge Drive Danville, CA 94506
David Hagerman	740 Castro Street San Francisco, CA 94114
Robert S. MacIntosh	225 Conifer Terrace Danville, CA 94506
Ronald Courtney	2141 Dover Court Walnut Creek, CA 94595
Lucia Howard	1150 Estates Drive Lafayette, CA 94549

ARTICLE VII

The business of this corporation shall be conducted by a board of directors which shall consist of one or more members, the exact number of said board of directors to be fixed from time to time by the bylaws of this corporation.

ARTICLE VIII

The name and post office addresses of the initial board of directors, the president, secretary and treasurer (and other officers, if applicable) who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

<u>DIRECTORS</u>	<u>ADDRESS</u>
Fritz Arko	33 Escalon Drive Mill Valley, CA 94941

Margaret Majua

1150 Estates Drive
Lafayette, CA 94549

David MacIntosh

533 Zenith Ridge Drive
Danville, CA 94506

David Hagerman

740 Castro Street
San Francisco, CA 94114

Robert S. MacIntosh

225 Conifer Terrace
Danville, CA 94506

Ronald Courtney

2141 Dover Court
Walnut Creek, CA 94595

Lucia Howard

1150 Estates Drive
Lafayette, CA 94549

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
Fritz Arko	Chairman	33 Escalon Drive Mill Valley, CA 94941
Margaret Majua	President	1150 Estates Drive Lafayette, CA 94549
David MacIntosh	Exec. Vice President	533 Zenith Ridge Drive Danville, CA 94506
David Hagerman	Secretary	740 Castro Street San Francisco, CA 94114
Robert S. MacIntosh	Chief Financial Officer	225 Conifer Terrace Danville, CA 94506

IN WITNESS WHEREOF, the undersigned, has made, sub-
scribed and acknowledged these articles of incorporation, this ~~30~~³¹
day of December, 1996.

Fritz Arko, Incorporator

Margaret Majua, Incorporator

David MacIntosh, Incorporator

Margaret Majua

1150 Estates Drive
Lafayette, CA 94549

David MacIntosh

533 Zenith Ridge Drive
Danville, CA 94506

David Hagerman

740 Castro Street
San Francisco, CA 94114

Robert S. MacIntosh

225 Conifer Terrace
Danville, CA 94506

Ronald Courtney

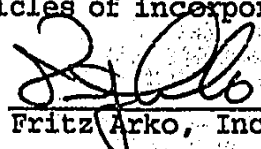
2141 Dover Court
Walnut Creek, CA 94595

Lucia Howard

1150 Estates Drive
Lafayette, CA 94549

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
Fritz Arko	Chairman	33 Escalon Drive Mill Valley, CA 94941
Margaret Majua	President	1150 Estates Drive Lafayette, CA 94549
David MacIntosh	Exec. Vice President	533 Zenith Ridge Drive Danville, CA 94506
David Hagerman	Secretary	740 Castro Street San Francisco, CA 94114
Robert S. MacIntosh	Chief Financial Officer	225 Conifer Terrace Danville, CA 94506

IN WITNESS WHEREOF, the undersigned, has made, sub-
scribed and acknowledged these articles of incorporation, this 27th
day of November, 1996.


Fritz Arko, Incorporator

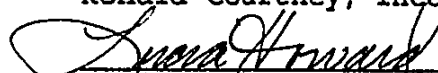
Margaret Majua, Incorporator

David MacIntosh, Incorporator

David Hagerman, Incorporator

Robert S. MacIntosh, Incorporator

Ronald Courtney, Incorporator

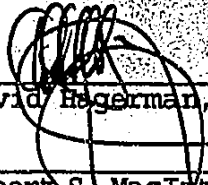

Lucia Howard, Incorporator

STATE OF CALIFORNIA
COUNTY OF _____


Before me, the undersigned authority, personally appeared Fritz Arko, Margaret Majua, David MacIntosh, David Hagerman, Robert S. MacIntosh, Ronald Courtney and Lucia Howard, to me known to be the persons described in or who produced _____ as identification and who executed the foregoing Articles of Incorporation and acknowledged before me according to law that they made and subscribed the same for the purposes therein expressed and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this _____ day of _____ 1996.

Notary Public/State of California
My Commission Expires: _____


David Hagerman, Incorporator


Robert S. MacIntosh, Incorporator

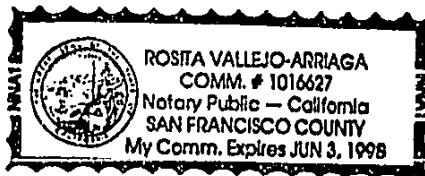
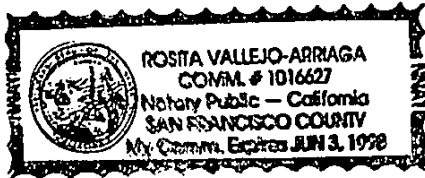

Ronald Courtney, Incorporator

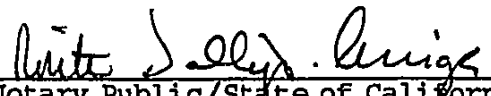
Lucia Howard, Incorporator

STATE OF CALIFORNIA
COUNTY OF San Francisco

Before me, the undersigned authority, personally appeared Fritz Arko, ~~Margaret Majda~~, ~~David MacIntosh~~, David Hagerman, Robert S. MacIntosh, Ronald Courtney and Lucia Howard, to me known to be the persons described in or who produced personally known ~~as~~ identification and who executed the foregoing Articles of Incorporation and acknowledged before me according to law that they made and subscribed the same for the purposes therein expressed and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 27th day of November 1996.




Notary Public/State of California
My Commission Expires: 6-3-98

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida law, the following is submitted, in compliance therewith:

First: That, MMWD, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of San Francisco, County of San Francisco, State of California, has named:

ROBERT C. SIFRIT, ESQ.

located at 2315 Aaron Street, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this State.

MMWD, Inc.

By:

Fritz Arko, Incorporator

Robert S. MacIntosh, Incorporator

Margaret Masuda, Incorporator

Ronald Courtney, Incorporator

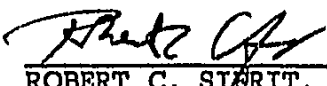
David MacIntosh, Incorporator

Lucia Howard, Incorporator

David Hagerman, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office.


ROBERT C. SIFRIT, ESQ.
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 7 AM 9:17

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida law, the following is submitted, in compliance therewith:

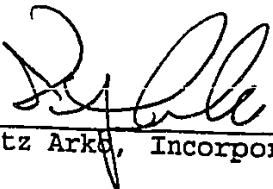
First: That, MMWD, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of San Francisco, County of San Francisco, State of California, has named:

ROBERT C. SIFRIT, ESQ.

located at 2315 Aaron Street, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this State.

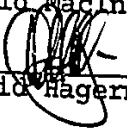
MMWD, Inc.

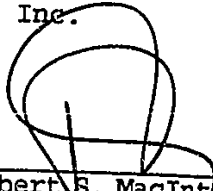
By:

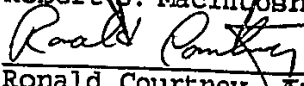

Fritz Arko, Incorporator

Margaret Majua, Incorporator

David MacIntosh, Incorporator


David Hagerman, Incorporator


Robert S. MacIntosh, Incorporator

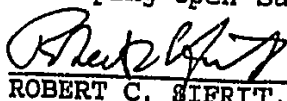

Ronald Courtney, Incorporator

Lucia Howard, Incorporator

FILED
SECRETARY OF CORPORATIONS
96 DEC 17 AM 9 17

ACCEPTANCE

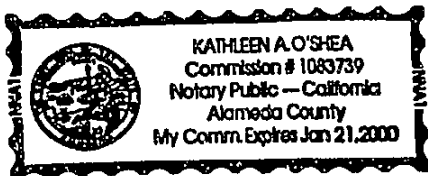
Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office.


ROBERT C. SIFRIT, ESQ.
Registered Agent

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
 County of Alameda
 On 12/3/96 before me, Kathleen A. O'Shea
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
 personally appeared Lucia Howard
Name(s) of Signor(s)

☐ personally known to me - **OR** - ☒ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) ~~is/are~~ subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Kathleen A. O'Shea
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: ARTICLES OF INCORPORATION

Document Date: UPDATE - LETTER DTD 11/7/96 Number of Pages: 5

Signer(s) Other Than Named Above: FELTZ ALKO, DAVID MacIntosh, David Hagerman, Ron Courtney, Margaret Mayra

Capacity(ies) Claimed by Signer(s)

Signer's Name: Lucia Howard

- ☐ Individual
☒ Corporate Officer
 Title(s): Incorporator
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing:

RIGHT THUMBPRINT
 OF SIGNER
 Top of thumb here

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
 Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

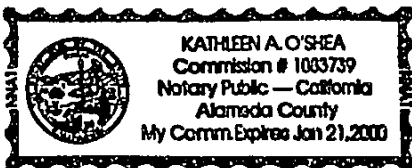
Signer Is Representing:

RIGHT THUMBPRINT
 OF SIGNER
 Top of thumb here

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of Alameda
On 12/3/96 before me, Kathleen A. O'Shea
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared Margaret Majua
Name(s) of Signer(s)

☒ personally known to me - OR - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Kathleen A. O'Shea
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Articles of Incorporation

Document Date: UNDATED - Letter DATED 11/7/96 Number of Pages: 5

Signer(s) Other Than Named Above: FLITZ ARKO, David MacIntosh, David Hagerman, Ron Courtney, Lucia Howard.

Capacity(ies) Claimed by Signer(s)

Signer's Name: Margaret Majua

- ☐ Individual
☒ Corporate Officer
Title(s): INCORPORATOR
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

State of California

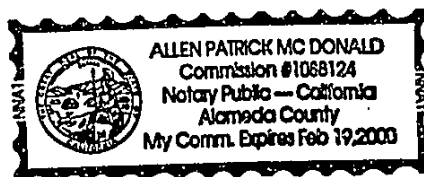
County of Alameda

On 12/3/96 before me, Allen Patrick McDonald, Public ^{Notary}
(DATE) (NAME/TITLE OF OFFICER-I.E. "JANE DOE, NOTARY PUBLIC")

personally appeared David MacIntosh
(NAME(S) OF SIGNER(S))

☐ personally known to me -OR- ☒

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

(SEAL)

Allen Patrick McDonald
(SIGNATURE OF NOTARY)

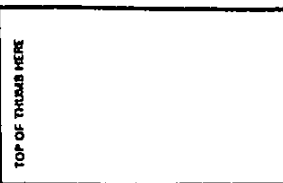
ATTENTION NOTARY

The information requested below and in the column to the right is **OPTIONAL**. Recording of this document is not required by law and is also optional. It could, however, prevent fraudulent attachment of this certificate to any unauthorized document.

THIS CERTIFICATE
MUST BE ATTACHED
TO THE DOCUMENT
DESCRIBED AT RIGHT:

Title or Type of Document Articles of Incorporation.
Number of Pages 6 Date of Document 11-7-96.
Signer(s) Other Than Named Above Fritz Arko
Margaret Majua
David Hagerman.
Robert S. MacIntosh.
Ronald Courtney
Lucia Howard.

RIGHT THUMBPRINT (Optional)



CAPACITY CLAIMED BY SIGNER(S)

☐ INDIVIDUAL(S)

☒ CORPORATE

OFFICER(S) Exec. V.P.
(TITLE)

☐ PARTNER(S) ☐ LIMITED

☐ GENERAL

☐ ATTORNEY IN FACT

☐ TRUSTEE(S)

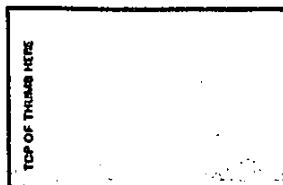
☐ GUARDIAN/CONSERVATOR

☐ OTHER:

SIGNER IS REPRESENTING:

(Name of Person(s) or Entity(ies))

RIGHT THUMBPRINT (Optional)



CAPACITY CLAIMED BY SIGNER(S)

☐ INDIVIDUAL(S)

☐ CORPORATE

OFFICER(S) _____
(TITLE)

☐ PARTNER(S) ☐ LIMITED

☐ GENERAL

☐ ATTORNEY IN FACT

☐ TRUSTEE(S)

☐ GUARDIAN/CONSERVATOR

☐ OTHER:

SIGNER IS REPRESENTING:

(Name of Person(s) or Entity(ies))



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No. 5907

State of California

County of San Francisco

On November 27, 1996 before me, Rosita Vallejo - Arriaga
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared David Hagerman and Ron Courtney
NAME(S) OF SIGNER(S)

☒ personally known to me - OR - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Rosita Vallejo - Arriaga
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- ☐ INDIVIDUAL
☒ CORPORATE OFFICER

Incorporator(s)
TITLE(S)

- ☐ PARTNER(S) ☐ LIMITED
☐ GENERAL
☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER: _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

DESCRIPTION OF ATTACHED DOCUMENT

Articles of Incorporation-MMWD, Inc.

TITLE OR TYPE OF DOCUMENT

-----6-----

NUMBER OF PAGES

undated-letter dated 11/27/96

DATE OF DOCUMENT

David MacIntosh, Margaret Majua,
 Lucia Howard, Robert MacIntosh,
 Fritz Arko

SIGNER(S) OTHER THAN NAMED ABOVE

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

NO. 9907

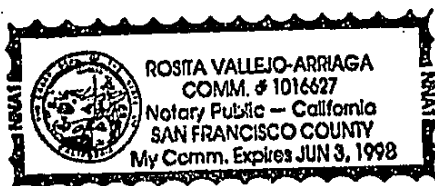
State of California

County of San Francisco

On November 27, 1996 before me, Rosita Vallejo-Arriaga
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared Robert S. MacIntosh and Fritz Arko
NAME(S) OF SIGNER(S)

☒ personally known to me - OR - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) ~~is~~ are subscribed to the within instrument and acknowledged to me that ~~he~~ she/they executed the same in ~~his~~ her/their authorized capacity(ies), and that by ~~his~~ her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- ☐ INDIVIDUAL
☒ CORPORATE OFFICER

Incorporator(s)

TITLE(S)

- ☐ PARTNER(S) ☐ LIMITED
☐ GENERAL
☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER: _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

DESCRIPTION OF ATTACHED DOCUMENT

Articles of Incorporation-MMWD, Inc.

TITLE OR TYPE OF DOCUMENT

--6--

NUMBER OF PAGES

undated letter dated 11/27/96

DATE OF DOCUMENT

David MacIntosh, David Hagerman,
 Lucia Howard, Margaret Majua,
 Ron Courtney

SIGNER(S) OTHER THAN NAMED ABOVE