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ACCOUNTANTS & TAX MANAGEMENT CONSULTANTS

200 North Denning Drive, Suite 10
Winter Park, Florida 32789-3736

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FILED
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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January 20, 1997

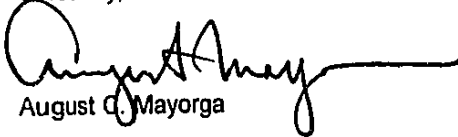
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: THE WENTWORTH SHERIDA GROUP INC.

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 122.50.

Please return one (1) certified copy of this incorporation to the address provided in these Articles of Incorporation.

Sincerely,


August C. Mayorga

FFB 24 1997

**ARTICLES OF INCORPORATION
OF
THE WENTWORTH SHERIDAN GROUP INC.**

**ARTICLE I
NAME**

The Name of the corporation is **THE WENTWORTH SHERIDAN GROUP INC.**

**ARTICLE II
APPLICABLE LAW**

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

**ARTICLE III
DURATION**

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

**ARTICLE IV
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE V
CAPITAL STOCK**

The Corporation will have authority, acting by its board of directors, to issue not more than two thousand shares of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE OF THE CORPORATION**

The Street and mailing address of the initial registered office of business is North Denning Drive, Suite 10, Winter Park, Florida 32789-3736. The initial registered agent of the Corporation at that address is August C. Mayorga. The principal office address is 12168 BENSHOFF AVENUE, BROOKSVILLE, FL 34601.

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ARTICLE VII
PREEMPTIVE RIGHTS

No holders of any class or series of shares of the Corporation will be entitled as a matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the corporation, whether or not convertible into or carrying any option to purchase any such shares.

ARTICLE VIII
INDEMNIFICATION

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE IX
LIMITATION OF DIRECTOR LIABILITY

1. A Director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- a. The director breached or failed to perform his duties as a director; and
- b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act of omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE X
INITIAL BOARD OF DIRECTORS

The initial board of directors will consist of four members. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the directors comprising the initial board of directors are:

Michael D. Drew
12168 Benshoff Avenue
Brooksville, Florida 34601

Angela C. Drew
12168 Benshoff Avenue
Brooksville, Florida 34601

August C. Mayorga
200 North Denning Drive
Suite 10
Winter Park, Florida 32789-3736

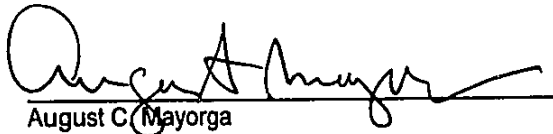
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ARTICLE XI
INCORPORATOR

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

Mr. August C. Mayorga
200 N. Denning Drive, Suite 10
Winter Park, Florida 32789-3736

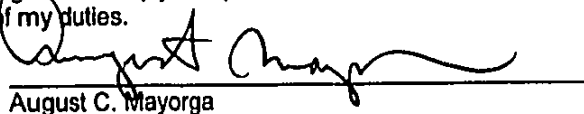
IN WITNESS WHEREOF, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this 18th day of January 1997.


August C. Mayorga

AUGUST C. MAYORGA
Printed Name

ACCEPTANCE BY REGISTERED AGENT

Having being named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with provisions of all statutes relative to the proper and complete performance of my duties.


August C. Mayorga

AUGUST C. MAYORGA
Printed Name of Registered Agent

BYLAWS
OF
THE WENTWORTH SHERIDAN GROUP INC.

ARTICLE I

MEETING OF SHAREHOLDERS

Section 1 - Annual Meeting. The annual shareholder meeting of **THE WENTWORTH SHERIDA GROUP INC.**, (the "Corporation") will be held on the second tuesday of July of each year or at such time and place as designated by the Board of Directors of the Corporation provided that if said day falls on Sunday or legal holiday, then the meeting will be held on the first business day thereafter. Business transacted at said meeting will include the election of directors of the Corporation.

Section 2 - Special Meetings. Special meetings of the shareholders will be held when directed by the President, Board of Directors, or the holders of not less than 10% of all the shares entitled to be cast on any issue proposed to be considered at the proposed special meeting; provided that said persons sign, date and deliver to the Corporation one or more written demands for the meeting describing the purpose (s) for which it is to be held.

A meeting requested by shareholders of the Corporation will be called for a date not less than 10 nor more than 60 days after the request is made, unless the shareholders requesting the meeting designate a later date. The call for the meeting will be issued by the Secretary, unless the President, Board of Directors or shareholders requesting the meeting designate another person to do so.

Section 3 - Place. Meetings of shareholders will be held at the principal place of business of the Corporation or at such other place as is designated by the Board of Directors.

Section 4 - Record Date and List of Shareholders. The Board of Directors of the Corporation will fix the record date; however, in no event may a record date fixed by the Board of Directors be a date prior to the date on which the resolution fixing the record date is adopted.

After fixing a record date for the meeting, the Secretary will prepare an alphabetical list of the names of all the Corporation's shareholders who are entitled to notice of a shareholder's meeting, arranged by voting group with the address of an the number and class and series, if any, of shares held by each. Said list will be available for inspection in accordance with Florida Law.

Section 5 - Notice. Written notice stating the place, day and time of the meeting, and the purpose (s) for which said special meeting is called, will be delivered not less than 10 nor more than 60 days before the meeting, either personally or by first class mail, by or at the direction of the President, the Secretary or the officer or persons calling the meeting to each shareholder of record entitled to vote at such meeting. If mailed, such notice will be deemed to be effective when deposited in the United States mail and addressed to the stock transfer books of the corporation, with postage thereon prepaid.

The corporation will notify each shareholder, entitled to a vote at the meeting, of the date, time and place of each annual and special shareholders' meeting not less than 10 nor more than 60 days before the meeting date. Notice of a special meeting will describe the purpose (s) for which the meeting is called. A shareholder may waive any notice required hereunder either before or after the date and time stated in the notice; however, the waiver must be in writing, signed by the shareholder entitled to the notice and be delivered to the Corporation for inclusion in the minutes or filing in the corporate records.

Section 6 - Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At such an adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If, however, a new record date for the adjourned meeting is made or is required, then, a notice of the adjourned meeting will be given on the new record date as provided in this Article to each shareholder of record entitled to notice of such meeting.

Section 7 - Shareholder Quorum and Voting. A majority of the shares entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of shareholders.

If a quorum, as herein defined, is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter thereof will be the act of the shareholders unless otherwise provided by law.

Section 8 - Voting of Shares. Each outstanding share will be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

Section 9 - Proxies. A shareholder may vote either in person or by proxy provided that any and all proxies are executed in writing by the shareholder or his duly authorized attorney-in-fact. No proxy will be valid after the duration of 11 months from the date thereof unless otherwise provided in the proxy.

Section 10 - Action by Shareholders Without a Meeting. Any action required or permitted by law, these bylaws, or the Articles of Incorporation of the Corporation to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, provided that the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted, as provided by law.

The foregoing action (s) will be evidenced by written consent describing the action taken, dated and signed by approving shareholders having the requisite number of votes of each voting group entitled to vote thereon and delivered to the Corporation in accordance with Florida Law. Within 10 days after obtaining such authorization by written consent, notice will be given to those shareholders who have not consented in writing or who are not entitled to vote. Said notice will fairly summarize the material features of the authorized action and if the action requires the providing of dissenters' rights, said notice will comply with the disclosure requirements pertaining to dissenters' rights of Florida Law.

ARTICLE II

BOARD OF DIRECTORS

Section 1 - Function. All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the Board of Directors.

Section 2 - Qualifications. Directors must be natural persons of 18 years of age or older but need not be residents of this state and need not be shareholders of the Corporation.

Section 3 - Compensation. The Board of Directors will have authority to fix the compensation for directors of the Corporation.

Section 4 - Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless such director votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 5 - Number. The Corporation will have no less than one (1) director and no more than 10 directors. The Board of Directors will have the authority to increase or decrease the number of directors serving on the Board of Directors. It is the discretion of the Board of Directors whether to increase or decrease the number of directors serving on the Board of Directors.

Section 6 - Election and Term. Each person named in the Articles of Incorporation as a member of the initial Board of Directors will hold office until the first annual meeting of shareholders, when the shareholders will elect qualified persons to comprise the new Board of Directors, or until said initial director's earlier resignation, removal from office or death.

At the first annual meeting of shareholders and at each annual meeting thereafter, the shareholders will elect directors to hold office until the next annual meeting. Each director will hold office for a term for which said director is elected until said director's successor will have been qualified and elected, said director's prior resignation, said director's removal from office or said director's death.

Section 7 - Vacancies. Any vacancy occurring in the Board of Directors will be filled by the remaining directors even though less than a quorum of the Board of Directors may exist or, if the Board of Directors does not act within 30 days after the vacancy occurs, by the affirmative vote of a majority of the shareholders. A director elected to fill a vacancy will hold office only until the next election of directors by the shareholders.

Section 8 - Removal and Resignation of Directors. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of shareholders.

A director may resign at any time by delivering written notice to the Board of Directors or to the Corporation by and through one of its officers. Such a resignation is effective when the notice is delivered unless a later effective date is specified in said notice.

Section 9 - Quorum and Voting. A majority of the fixed number of directors, the fixed number of directors varying from time to time depending on the discretion and action of the Board of Directors, will constitute a quorum for the transaction of business. The act of a majority of the director present at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 10 - Executive and Other Committees. A resolution, adopted by a majority of the full Board of Directors, may designate from among its members an executive Committee and/or other committee (s) which will have and may exercise all the authority of the Board of Directors to the extent provided in such resolution, except as is provided by law. Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors may, by resolution adopted by a majority of the full Board of Directors, designate one or more directors as alternate members of any such committee who may act in the place and instead of any absent member or members at any meeting of such committee.

Section 11 - Place of Meeting. Special or regular meetings of the Board of Directors will be held within or without the State of Florida.

Section 12 - Notice, Time and Call of Meetings. Regular meetings of the Board of Directors will be held without notice on such dates as are designated by the Board of Directors.

Written notice of the time and place of special meetings of the Board of Directors will be given to each director by either personal delivery, telegram or cablegram at least two (2) days before the meeting or by notice mailed to the director at least five (5) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice of such meeting, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of, regular or special meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment.

Meetings of the Board of Directors may be called by the Chairman of the Board, the President of the Corporation or any two directors.

Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means will constitute presence in person at a meeting.

Section 13 - Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be so taken, signed by all the directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee. Such consent will have the same effect as a unanimous vote.

ARTICLE III
CORPORATE OFFICERS

Section 1 - Officers. The officers of the Corporation will consist of a president, vice president, secretary and treasurer, each of whom will be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person.

Section 2 - Duties. The officers of the Corporation will have the following duties:

- a. **President.** The president will be the chief operation officer of the corporation, who generally and actively manages the business and affairs of the corporation subject to the direction of the Board of Directors. The president will preside at all meetings of the shareholders and Board of Directors.
- b. **Vice President.** The vice president will, in the event of the absence of the president to exercise those duties associated with position, become acting president of the corporation with all rights, privileges, restrictions and powers as if said person had been duly elected president.
- c. **Secretary.** The secretary will have custody of, and maintain all of the corporate records except the financial records. Furthermore, said person will record the minutes of all meetings of the shareholders and Board of Directors, send all notices of meetings and perform such other duties as may be prescribed by the Board of Directors or the president. Furthermore, said officer will be responsible for authenticating records of the corporation.
- d. **Treasurer.** The treasurer will retain custody of all corporate funds and records, maintain full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of shareholders and whenever else required by the Board of Directors or the president, and perform such other duties as may be prescribed by the Board of Directors or the president.

Section 3 - Tenure. Each officer of the corporation will hold office for the term for which he/she is elected or appointed, or until his/her successor has been duly elected or appointed and has qualified, or until the officer's earlier resignation, removal from office or death.

Section 4. Removal and Resignation of Officers. An officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in the Board of Directors' judgment the best interests of the corporation will be served thereof.

Any officer may resign at any time by delivering notice to the corporation. Said resignation is effective upon delivery unless the notice specifies a later effective date.

Any vacancy in any office may be filled by a qualified person elected by the Board of Directors.

Section 5 - Compensation. The Board of Directors may, at their discretion, provide for the compensation of officers of the corporation.

ARTICLE IV **STOCK CERTIFICATES**

Section 1 - Issuance. Every holder of share (s) in the Corporation will be entitled to have a certificate representing all share (s) to which he/she is holder. No certificate representing share (s) will be issued until such share (s) is/are fully paid.

Section 2 - Form. Certificates representing share (s) in the Corporation will be signed by the president or vice president and the secretary or an assistant secretary and will be sealed with the seal of the Corporation.

Section 3 - Transfer of Stock. The Corporation will register a stock certificate presented for transfer if the certificate is properly endorsed by the holder of record or by his/her duly authorized agent.

Section 4 - Lost, Stolen, or Destroyed Certificates. If a shareholder claims that a stock certificate representing shares issued and recorded by the Corporation has been lost or destroyed, a new certificate will be issued to said shareholder, provided that said shareholder presents an affidavit claiming the certificate of stock to be lost, stolen or destroyed. At the discretion of the Board of Directors, said shareholder may be required to deposit a bond or other indemnity in such amount and with such sureties, if any, as the Board of Directors may require.

ARTICLE V **BOOKS AND RECORDS**

Section 1 - Books and Records. The Corporation will keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. Furthermore, the Corporation will maintain the following:

- a. A record of its shareholders in a form that permits preparation of a list of the names and addresses of all shareholders in alphabetical order by class of shares showing the number and series of shares held by each;
- b. The Corporation's Articles of Incorporation and all amendments thereto currently in effect;
- c. The Corporation's Bylaws and all amendments thereto currently in effect;
- d. Resolutions adopted by the Board of Directors creating one or more classes or series of shares and fixing their rights, preferences and limitations if shares issued pursuant to those resolutions are outstanding;
- e. The minutes of all shareholders' meetings and records of all actions taken by shareholders without a meeting for the past three years;
- f. Written communications to all shareholders generally or all shareholders of a class or series within the past three years, including financial statements furnished for the past three years to shareholders as may be required under Florida Law;

- g. A list of the names and business street addresses of the Corporation's current directors and officers; and
- h. A copy of the Corporation's most recent annual report delivered to the Department State.

Any books, records and minutes may be in written form or in any form capable of being converted into written form.

Section 2 - Shareholder's Inspection Rights. A shareholder of the Corporation (including a beneficial owner whose shares are held in a voting trust or a nominee on behalf of a beneficial owner) may inspect and copy, during regular business hours at the Corporation's principal office, any of the corporate records required to be kept pursuant to the preceding section, if said shareholder gives the Corporation written notice of such demand at least five (5) business days before the date on which the shareholders wishes to inspect and copy.

The foregoing right of inspection is subject to such other restrictions as are applicable under Florida Law, including, but not limited to, the inspection of certain records being permitted only if the demand for inspection is made in good faith and for a proper purpose (as well as the shareholder describing with reasonable particularity the purpose and records desired to be inspected and such records are directly connected with the purpose).

Section 3 - Financial Information. Unless modified by resolution of the shareholders within 120 days of the close of each fiscal year, the Corporation will furnish the shareholders annual financial statements which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries as appropriate, that include a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of cash flow for that year. If financial statements are prepared on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis.

If the annual financial statements are reported on by a public accountant, said accountant's report will accompany said statement. If said annual financial statements are not reported on by a public accountant, then the statements will be accompanied by a statement of the president or the person responsible for the Corporation's accounting records (a) stating his/her reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and if not, describing the basis of preparation; and (b) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

The annual financial statements will be mailed to each shareholder of the Corporation within 120 days after the close of each fiscal year or within such additional time as is reasonably necessary to enable the Corporation to prepare the same, if, for some reasons beyond the Corporation's control, said annual financial statements cannot be prepared within the prescribed period.

Section 4 - Other Reports of Shareholders. The Corporation will report any indemnification or advanced expenses to any director, officer, employee, or agent (for indemnification relating to litigation or threatened litigation) in writing to the shareholders with or before the notice of the next shareholders' meeting, or prior to such meeting if the indemnification or advance occurs after the giving of such notice but prior to the time such meeting is held, which report will include a statement specifying the persons paid, the amounts paid, and the nature and status of the litigation or threatened litigation at the time of such payment.

Additionally, if the Corporation issues or authorizes the issuance of shares for promises to render services in the future, the Corporation will report in writing to the shareholders the number of shares authorized or issued and the consideration received by the Corporation, with or before the notice of the next shareholders' meeting.

ARTICLE VI **DIVIDENDS TO SHAREHOLDERS**

The Board of Directors of the Corporation may, from time to time declare dividends on its shares in cash, property or its own shares, except when the Corporation is insolvent or when the payment thereof would render the Corporation insolvent, subject to Florida Law.

ARTICLE VII **CORPORATE SEAL**

The board of Directors will provide a corporate seal which will be in circular form embossing in nature and stating "Corporate Seal", "Florida," year of incorporation and name of the Corporation.

ARTICLE VIII **CORPORATE INDEMNIFICATION PLAN**

The Corporation shall indemnify any person:

a. Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the Corporation) by reason of the fact that he is or was a director, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida Law.

b. Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida Law.

The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determination will be made by a majority vote to a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The Corporation will have the power to make further indemnification as provided under Florida Law except to indemnify any person against gross negligence or willful misconduct.

The Corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided under Florida Law.

ARTICLE IX
AMENDMENT

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the shareholders or Board of Directors at any regular or special meeting of the Board of Directors or shareholders. Action by the Board of Directors with respect to the Bylaws will be taken by an affirmative vote of a majority of all directors then holding office.