

P970000/7954



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 273419 4346980

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 26, 1997

ORDER TIME : 9:02 AM

ORDER NO. : 273419-005

CUSTOMER NO: 4346980

CUSTOMER: Ms. Dawn Alsip  
KALISH & WARD

Suite 4100  
101 East Kennedy Boulevard  
Tampa, FL 33602

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DOMESTIC FILING

NAME: WR RETAIL CO., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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

K.R. FEB 26 1997

FILED  
97 FEB 26 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
WR RETAIL CO., INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be: WR RETAIL CO., INC.

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

34135 Cardinal Lane  
Eustis, Florida 32726

ARTICLE 3

CAPITAL STOCK

(a) Authorized Capitalization

The total number of shares of capital stock authorized to be issued by this Corporation shall be:

(i) 1,000,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock"); and

(ii) 5,000,000 shares of Nonvoting, Cumulative, Nonparticipating, Preferred Stock, par value \$0.01 per share (the "Preferred Stock").

(2) Shares of Preferred Stock are senior to shares of Common Stock, and the rights, privileges and preferences for holders of shares of Common Stock are subject to the rights, privileges and preferences of holders of shares of Preferred Stock as more fully set forth in this Article III. For all purposes under this Article III, whenever the term "preference value" is used herein, it shall mean a value equal to \$1.00 per

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share of the Preferred Stock.

(b) Payment for Stock

All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property, labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

(c) Voting

The entire voting power of this Corporation shall be vested in the Common Stock, with each holder thereof entitled to one vote for each share of Common Stock owned, and the Preferred Stock shall have no voting power, provided that in the event two consecutive annual dividends payable on the Preferred Stock are in default, then immediately upon the happening of such event, and until such defaulted dividends and all dividends subsequently defaulted are paid, the holders of the Common Stock shall have no voting power in the election of directors, and the entire voting power in the election of directors shall be vested exclusively in the holders of the Preferred Stock, who shall thereupon be entitled to one vote in the election of directors for each share of such Preferred Stock owned. Upon payment in full of the defaulted dividends, the voting power in the election of directors shall again be vested exclusively in the Common Stock.

(d) Dividends

(1) Preferred Stock

(i) The holder of each outstanding share of Preferred Stock shall be entitled to receive out of the funds lawfully available for payment of dividends an annual dividend (based on the fiscal year of the Corporation) equal to 6% of the preference value of each such share of Preferred Stock. Dividends in respect of each outstanding share of Preferred Stock are to be cumulative from year to year. Dividends in respect to shares of Preferred Stock, including any cumulative but unpaid dividends, must be set aside or paid before any dividends are declared or paid with respect to shares of the Common Stock of this Corporation.

(ii) There are to be no preferences as among

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individual shares of Preferred Stock, and if the aggregate amount of any dividend declared by the Board of Directors pursuant to the requirements of this Paragraph (d)(1) is not sufficient to make payment to all holders of outstanding shares of Preferred Stock of the full amount of dividends to which they are entitled, the aggregate amount of any such dividend is to be divided and paid to the holders of outstanding shares of Preferred Stock on a share for share basis in proportion to the ratio that the dividend otherwise due with respect to each particular share of Preferred Stock bears to the aggregate amount of such dividends otherwise due with respect to all outstanding shares of Preferred Stock.

(iii) Unpaid cumulated dividends due on the cumulative Preferred Stock shall be deemed to be a debt obligation of this Corporation. During such time as there exists unpaid cumulated dividends due on the Preferred Stock, no reclassification of the shares of this Corporation or reorganization of this Corporation in any manner provided by law shall be valid unless (a) the holders of a majority of the Preferred Stock, voting as a class, approve, and (b) provision is made payment of the aggregate unpaid cumulated dividends then in arrears, in cash, property or by issuance of shares or other corporate obligations equivalent in value to such arrearage.

(iv) The holders of shares of Preferred Stock are not entitled to share in other dividends, if, as an when declared by the Board of Directors. Any such dividends are to be shared only among the holders of shares of Common Stock as hereinafter provided.

(2) Common Stock

Any dividends other than those provided in paragraph (d)(1) hereof are to be shared only among the holders of shares of outstanding Common Stock on a share for share basis.

(e) Redemption of Preferred Stock

(1) Both this Corporation and the holder of each share of Preferred Stock shall have the right at any time to redeem, call in and retire or to have redeemed, put and retired, as the cash may be, each and every share of outstanding Preferred Stock in accordance with requirements of this Paragraph (e). Redemption may be effected by compliance with the procedure set forth herein and payment to the holder of each redeemed share of an amount of cash equal to the Redemption Price (as hereinafter defined) of

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such share as of the date on which redemption is effected. The "Redemption Price" of each share of Preferred Stock shall be its preference value plus the amount of any dividends due but not yet paid in respect o such share of Preferred Stock.

(2) Redemptions of shares of Preferred Stock may be made at the discretion of the Board of Directors of this Corporation and need not be made on a pro rate basis. Notice of any redemption shall be mailed to the holder of the shares being redeemed not less than 10 days nor more than 60 days prior to the date fixed for redemption of such share or shares at his address as the same shall appear on the books and records of this Corporation. Failure to mail notice of redemption in accordance with the requirements of this Paragraph (e)(2) shall not invalidate any redemption. The Board of Directors shall have complete authority and discretion to determine and to take such steps and actions as it deems necessary, appropriate or convenient to carry into effect the intent and purposes of the redemption provided for in this Paragraph (e)(2).

(3) Redemptions of shares of Preferred Stock shall be made as a result of a put to this Corporation by the holder of any shares thereof, and need not encompass all the shares held by such holder. Notice of any such put shall be mailed to this Corporation not less than 10 days nor more than 60 day prior to the date fixed for redemption of such share or shares by the terms of such put. Failure to mail notice of such put and redemption in accordance with the requirements of this paragraph (e)(3) shall not invalidate any redemption. Within the time frame required by such put, the Board of Directors shall have complete authority and discretion to take such steps an actions as it deems necessary, appropriate or convenient to carry into effect the intent and purposes of the redemption provided in this Paragraph (e)(3).

(4) Upon the completion of all such proceedings, the rights and privileges of holders of shares of outstanding Preferred Stock so redeemed shall in all respects terminate, except that each such holder shall be entitled to receive the Redemption Price in consideration of the surrender of the certificates representing the shares so redeemed.

(f) Preferences in the Event of Liquidation

(1) Upon the liquidation, dissolution or winding up of the business of this Corporation, whether voluntary of involuntary, the relative rights and preferences of the holders

ARTICLES OF INCORPORATION OF  
WR RETAIL CO., INC.  
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of the shares of the capital stock of this Corporation shall be as follows:

(i) Before any amount shall be paid or set aside for the holders of shares of Common Stock, each holder of an outstanding share of Preferred Stock shall receive cash or property, the fair market value of which is equal to the preference value of each such share, plus any and all cumulated but unpaid dividends due and owing on such Preferred Stock. If the assets of this Corporation are not sufficient to make payment to the holder of each outstanding share of Preferred Stock of the full amount due hereunder, the aggregate amount of all funds available for distribution shall be divided and paid to the holders of the outstanding shares of Preferred Stock on a share for share basis in proportion to the ratio that the preference value of each share of Preferred Stock bears to the total preference value of all outstanding shares of Preferred Stock.

(ii) After payment of all amounts required to be paid to the holders of each outstanding share of Preferred Stock, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding shares of Common Stock.

(2) A consolidation, merger or other similar reorganization of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of this Paragraph (f).

(g) No Preemptive Rights

Holders of shares of Common Stock and Preferred Stock shall have no preemptive rights to acquire capital stock or securities of this Corporation.

(h) Restriction on Transfer of Shares

No shares of Capital Stock of this Corporation shall be transferred without the consent of the directors of the Corporation expressed by resolution passed by the Board of Directors or by an instrument or instruments in writing signed by all of the directors then in office. Each share of Capital Stock in this Corporation shall contain a legend to that effect.

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WR RETAIL CO., INC.  
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ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 4100 Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be Richard A. Schlosser. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until their successors have been duly elected and qualify. The name and street address of the initial directors are:

| <u>Name</u>   | <u>Address</u>                               |
|---------------|--|
| Andr  Raab    | 34135 Cardinal Lane<br>Eustis, Florida 32726 |
| David Robison | 34135 Cardinal Lane<br>Eustis, Florida 32726 |

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ARTICLE 7

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

| <u>Name</u>          | <u>Address</u>   |
|----------------------|--|
| Richard A. Schlosser | 101 E. Kennedy Boulevard<br>Suite 4100<br>Tampa, Florida 33602 |

ARTICLE 8

PURPOSES AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

BY-LAWS

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.



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WR RETAIL CO., INC.  
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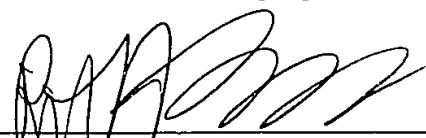
ARTICLE 11

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED February 25, 1997.

  
Richard A. Schlosser

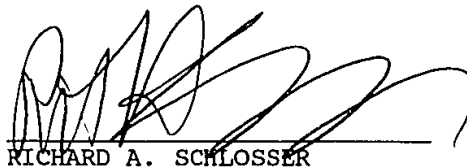
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WR RETAIL CO., INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Richard A. Schlosser, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED: February 25, 1997.



RICHARD A. SCHLOSSER

68150

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97 FEB 26 AM 11: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA