

SUITE 600  
ONE HARBOR PLACE  
1901 S. HARBOR CITY BLVD.  
MELBOURNE, FL. 32901

WILLIAM J. KANANACK

ATTORNEY AT LAW

TELEPHONE  
407-726-8595  
FAX  
407-726-8255

Department of State  
Division of Corporations  
PO Box 6237  
Tallahassee, FL 32314

Re: WCSS CORPORATION

To Whom It May Concern:

I have enclosed a check made payable to the Department of State for One Hundred Twenty Two and 50/100 Dollars (\$122.50) and the following documents:

- (i) One original and two copies of the Articles of Incorporation—the effective date of incorporation is February 14, 1997; and
- (ii) One original and two copies of the Certificate of Designation of Registered Agent.

Please note that documents submitted for CSS Corporation were originally received by the Department of State on February 21, 1977. A copy of your letter (Ref. Number : W97000004152) is enclosed. As discussed and approved by your office on February 27, I am requesting the original date of receipt for the file date and February 14, 1997, as the effective date of incorporation. I would appreciate your returning the documents (together with certified copies of each) to the below address:

William J. Kananack  
Attorney at Law  
Suite 600  
1901 S. Harbor City Blvd.  
Melbourne, FL 32901

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-03/07/97--01108--001  
\*\*\*\*122.50 \*\*\*\*122.50

Thank you.

Sincerely yours,

*William J. Kananack*

William J. Kananack

3/7/97  
FILED  
97 FEB 19 AM 11:56  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 21, 1997

WILLIAM J. KANANACK  
ONE HARBOR PLACE  
STE 600  
MELBOURNE, FL 32901

SUBJECT: CSS CORPORATION  
Ref. Number: W97000004152

We have received your document for CSS CORPORATION . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 397A00009125

ARTICLES OF INCORPORATION  
OF  
WCSS CORPORATION

FILED  
97 FEB 19 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the Corporation is WCSS CORPORATION.

2/14/97

ARTICLE II

Effective Date

The effective date of incorporation shall be February 14, 1997. The Corporation shall have perpetual existence.

ARTICLE III

Purpose

The purposes for which the business will be conducted or promoted are:  
To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the shareholder

already holds, shall have the right to purchase a prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This right may be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

#### ARTICLE VI

##### Registered Office and Agent

The street address of the initial *principal* office of this Corporation is 295 A1A #205, Satellite Beach, 32937. The name of the initial registered agent at that address is Bernard R. Smedley.

#### ARTICLE VII

##### Board of Directors

The business of this Corporation shall be managed by the Board of Directors. Initially, this Corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of the Corporation is:

Bernard R. Smedley

295 A1A #205

Satellite Beach, FL 32937.

#### ARTICLE VIII

##### Incorporator

The name and address of the individual signing these Articles of Incorporation is:

Bernard R. Smedley

295 A1A #205

Satellite Beach, FL 32937.

ARTICLE IX  
INDEMNIFICATION

This Corporation shall to the fullest extent permitted by Florida Statutes, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all of the expenses, liabilities or other matters referred to in or covered by such sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

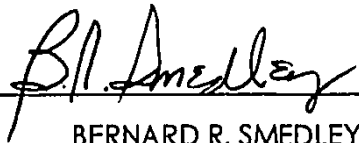
ARTICLE X  
Amendment

This Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendment hereto, in the manner provided by law, and any right conferred on the shareholders is subject to this reservation.

ARTICLE XI  
Subchapter "S" Election

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organizational Meeting of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles  
of Incorporation on February 19, 1997.

  
BERNARD R. SMEDLEY

BRS/ART/2-97

STATEMENT OF DESIGNATION AND ACCEPTANCE  
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is:

WCSS CORPORATION

The name and address of the initial registered agent is:


Bernard R. Smedley  
295 A1A #205  
Satellite Beach, FL 32937

FILED  
97 FEB 19 AM 11:56  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept appointment and agree to act in the capacity of the registered agent of WCSS CORPORATION, at the initial registered office of this Corporation as set forth above. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 19th day of February, 1997.

  
\_\_\_\_\_  
Bernard R. Smedley