

P97000029209



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 313976 6209A

AUTHORIZATION :

Patricia Pyjett

COST LIMIT : \$ 70.00

ORDER DATE : April 1, 1997

ORDER TIME : 9:30 AM

ORDER NO. : 313976-005

CUSTOMER NO: 6209A

CUSTOMER: William H. Cauthen, Esq
CAUTHEN & FELDMAN

800002129819--6

215 N. Joanna Avenue

Tavares, FL 32778-3200

DOMESTIC FILING

NAME: WELLS SERVICE COMPANY

EFFECTIVE DATE:

XX___ ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY
_XX___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

FILED
97 APR - 1 11:05
TALLAHASSEE, FLORIDA

8N APR - 1 1997

ARTICLES OF INCORPORATION
OF
WELLS SERVICE COMPANY

FILED
97 APR -1 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name and address of this corporation shall be:

WELLS SERVICE COMPANY
1325 Shelfer Street
Leesburg, FL 34748

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock (each with a par value of \$1.00).

ARTICLE IV
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| WILLIAM H. CAUTHEN | 215 North Joanna Avenue Tavares, FL 32778-3200 |

The names and address of the sole Director is:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|---|
| WILLIAM M. WELLS | 1325 Shelfer Street Leesburg, FL 34748 |

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation; or
- (e) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock.

ARTICLE VII
Directors

A. The business of the corporation shall be managed initially by a board of one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII
Effective Date

The date that corporate existence shall begin shall be April 1, 1997. This election is pursuant to Florida Statute 607.0123.

ARTICLE IX
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 215 North Joanna Avenue, Tavares, FL 32778-3200. The name of the Registered Agent of this corporation is WILLIAM H. CAUTHEN at the above office address.

ARTICLE X
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 31st day of March, 1997.


WILLIAM H. CAUTHEN

ACCEPTANCE

I hereby accept to act as initial Registered Agent for WELLS SERVICE COMPANY,
as stated in these Articles of Incorporation.


WILLIAM H. CAUTHEN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA