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CAROLYN BETHEA-SMITH  
7945 MACARTHUR BOULEVARD, SUITE 214  
CABIN JOHN, MARYLAND 20818

Telephone: (301)229-7727  
Fax: (301)229-7730

June 19, 1997

Via Federal Express

Florida State Department  
Corporation Division  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: WRI Corporation

000002218410--5  
-06/20/97--01064--016  
\*\*\*131.25 \*\*\*131.25

Dear Sir/Madam:

Please find enclosed check no. 5782 in the amount of \$131.25 representing payment for filing the Articles of Incorporation for the above-referenced corporation (\$122.50) and the fee for a Certificate of Good Standing (\$8.75).

I would appreciate your expediting the processing of the above and forwarding same, to my attention, in the Federal Express envelope provided.

Your prompt attention is appreciated. Should you have questions please do not hesitate to contact me.

Sincerely,

  
Carolyn Bethea-Smith

cbs  
Enclosure

AL JUN 23 1997

FILED  
97 JUN 20 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
WRI CORPORATION

FILED  
97 JUN 20 PM 2:11  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA

FIRST: The name of the corporation is WRI CORPORATION (the "Corporation").

SECOND: The purposes for which the Corporation is formed are as follows:

A. To acquire, develop, construct, own, manage, finance, lease or otherwise deal with real estate on its own behalf or on behalf of other persons or entities;

B. To act as general partner, limited partner, joint venturer, beneficiary, trustee or other participant in other entities formed for the purpose of acquiring, developing constructing, owning, managing, financing, leasing or otherwise dealing with real estate; and

C. To engage in any act or activity for which corporations may be formed under the General Corporation Act of Florida.

The foregoing purposes, objects and businesses of the Corporation are made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and are not intended, by the mention of any particular purpose, objective or business, to in any manner limit or restrict the generality of any other purpose, objective or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the laws of the State of Florida.

THIRD: The Corporation's mailing address within the State of Florida, at which address service of process may be made, shall be 1149 Periwinkle Way, Sanibel, Florida 33957. The Corporation's registered agent at such address shall be John J. Naumann, a Florida resident.

FOURTH: The total amount of authorized capital stock of the Corporation is 1,000 shares of common stock, having a par value of \$0.01 per share.

FIFTH: The number of directors shall be such number as from time to time shall be fixed by, or in the manner provided in the bylaws of the Corporation. Election of Directors need not be by written ballot. The initial directors of the Corporation, who shall hold office until their successors are duly elected and qualified, and the address of such directors shall be:

John J. Naumann

1149 Periwinkle Way  
Sanibel, FL 33957

Jeffrey J. Milton

2291 Somerset Ridge Drive A-201  
Lehigh Acres, FL 33971

SIXTH: The Corporation shall indemnify each officer and director, whether or not then in office, against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him arising from, in connection with or attributable to any action, suit, cause of action, claim or proceeding to which such officer or director is a party because such officer or director is or was an officer or director of the Corporation, provided that in the event such officer or director shall be adjudged to be liable for negligence or willful misconduct in the performance of duty in any such proceeding, then no right to reimbursement shall obtain. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that any officer or director did not act in good faith and in a manner which such officer or director reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

A. The Board of Directors is hereby empowered to make, alter or repeal the by-laws of the Corporation;

B. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of the Corporation's stock, with or without par value, of any class whether now or hereafter authorized, and securities convertible into share of the Corporation's stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

C. Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as a holder of any amount of its capital stock or otherwise, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation and, in the absence of fraud, no contract or other transaction shall be hereby affected or invalidated, provided that the fact of the common directorship or interest shall be disclosed or shall have been known either (i) to the Board of directors or a committee thereof and the Board or committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or (ii) to the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or corporation, firm or other entity; or the contract is unanimously approved by the stockholders; or the contract or transaction is fair and reasonable to the Corporation. Any director of the Corporation who is also a director or officer of or interested in such other

corporation or association, or the firm of which he is a member is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction. Any such contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purposes, so far as permitted by law, shall be valid and binding as though ratified by every stockholder of the Corporation.

D. The Corporation reserves the right from time to time to make any amendments to its charter which now or hereafter may be authorized by law, including any amendments changing the terms of any class of the outstanding stock of the Corporation by classification, reclassification or otherwise, but no such amendment which changes the terms of any class of the outstanding stock shall be valid unless changes in the terms thereof shall have been authorized by the holders of a majority of the shares of such stock at that time outstanding by a vote at a meeting or in writing with or without a meeting; and

E. The Board of Directors shall have the power, without a vote of stockholders, to (i) declare and authorize the payment of dividends on the capital stock of the Corporation, whether or not payable in stock of one class to holders of stock of another class or classes, and (i) exercise all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated entities.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The name and mailing address of the incorporator, being at least eighteen years of age is:

Carolyn Bethea-Smith  
7945 MacArthur Boulevard, Suite 214  
Cabin John, Maryland 20818

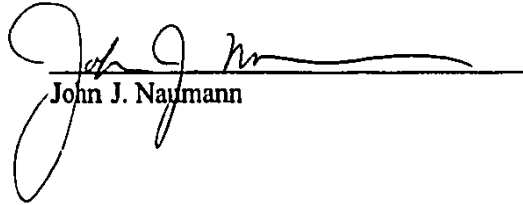
IN WITNESS WHEREOF, the undersigned incorporator has caused these Articles of Incorporation to be executed as of the 14<sup>th</sup> day of June, 1997, and acknowledges same to be her act and deed.

  
Carolyn Bethea-Smith

## CONSENT TO SERVE AS REGISTERED AGENT

The undersigned, John J. Naumann, by his signature hereon, evidences his consent to serve as the registered agent for service of process of WRI Corporation in the State of Florida in accordance with Section 607.0501 of the Business Corporation Act and affirms that she is familiar with and accepts the obligations of that position.

Registered Agent:

  
John J. Naumann

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