



THE UNITED STATES
CORPORATION
COMPANY

P97000093965

ACCOUNT NO. : 072100000032

REFERENCE : 586749 3487A

AUTHORIZATION :

Patricia Pappit

COST LIMIT : \$ 122.50

ORDER DATE : November 3, 1997

ORDER TIME : 9:58 AM

ORDER NO. : 586749-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Donna Brewer
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 101
P. O. Drawer 4195
Sarasota, FL 34237

500002335895--0

DOMESTIC FILING

NAME: WR ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV -3 AM 11:17

FILED

RECEIVED
97 NOV -3 AM 10:42
DIVISION OF CORPORATION

SN NOV - 3 1997

4

ARTICLES OF INCORPORATION
OF
WR ACQUISITION CORP.

FILED
97 NOV -3 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation ("Corporation") is:

WR ACQUISITION CORP.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 2320 Shadow Oaks Road, Sarasota, Florida 34240.

ARTICLE V - CAPITAL STOCK

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is Five Hundred (500) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Bruce P. Chapnick.

ARTICLE VII - DIRECTORS

The initial board of directors shall consist of two (2) members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
William A. Preissner, Jr.	2320 Shadow Oaks Road Sarasota, Florida 34240
Robert E. Alley	5205 White Horse Road Knoxville, Tennessee 37919

ARTICLE VIII - INCORPORATOR

The names and street addresses of the incorporator(s) to these Articles of Incorporation are:

Name	Address
Mark Dungan	2033 Main Street, Ste.600 Sarasota, Florida 34237

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI - SHAREHOLDER ACTION

An affirmative vote of a majority of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

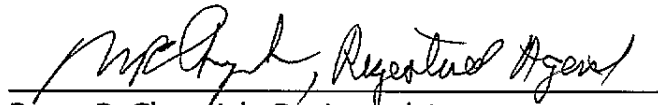
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of October, 1997.



Mark Dungan, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WR ACQUISITION CORP. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.



Bruce P. Chapnick, Registered Agent
Date: October 31, 1997

FILED
97 NOV -3 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA