

P97000097296

11/14/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

11:11 AM

((H97000018994 8))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: W.L.M. & SONS, INC.

AUDIT NUMBER.....H97000018994

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:02:16

FILED  
97 NOV 14 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 11/14/97

⑤

H97000018994

ARTICLES OF INCORPORATION

OF

W.L.M. & SONS, INC.

FILED

97 NOV 14 PM 12:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is W.L.M. & SONS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of Corporation is 15820 NW 67<sup>TH</sup> Avenue, Suite 131, Miami, FL 33015.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

JEANNETTE ANDREWS, ESQ.  
6255 N. W. SEVENTH AVENUE  
MIAMI, FL 33150  
(305) 751-8934  
BAR #: 0075124

1 of 4

H97000018994

H97000018994

**ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

**ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

**ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 15820 NW 67<sup>TH</sup> Avenue, Suite 131, Miami, FL 33015, and the registered agent at that office is WILLIAM L. McCLAIN.

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

WILLIAM L. McCLAIN  
15820 NW 67<sup>TH</sup> Avenue, Suite 131  
Miami, FL 33015

H97000018994

H97000018994

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

WILLIAM L. McCLAIN  
15820 NW 67<sup>TH</sup> Avenue, Suite 131  
Miami, FL 33015

IN WITNESS WHEREOF, I, WILLIAM L. McCLAIN, the undersigned incorporator, have signed these Articles of Incorporation on this 13<sup>th</sup> day of November, 1997, and acknowledged the same to be my act.

William L. McClain  
WILLIAM L. McCLAIN

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of November, 1997 by WILLIAM L. McCLAIN, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: \_\_\_\_\_



LaVerne L. Stephens  
LaVerne L. Stephens  
My Commission Expires December 11, 2000

PRINT: LAVERNE L. STEPHENS  
STATE OF FLORIDA AT LARGE

H97000018994

H97000018994

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That W.L.M. & SONS, INC., desiring to organize under the laws of the State of Florida with its principal office at 15820 NW 67<sup>TH</sup> AVENUE, SUITE 131, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named WILLIAM L. McCLAIN, at 15820 NW 67<sup>TH</sup> AVENUE, SUITE 131, SUITE 131, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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.

BY: William S. McClain  
WILLIAM L. McCLAIN

DATE: November 13, 1997.

FILED  
97 NOV 14 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000018994