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CHRIS BATES FOSTER
OF COUNSEL

November 14, 1997

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****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
11-20-97

Re: W.B., Inc.

Dear Sir or Madam:

Enclosed please find an original plus one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 representing the required filing fee. I would appreciate receiving a certified copy of these Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & TORPY, P.A.


J. Patrick Anderson

FILED
97 NOV 22 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JPA:sld
Enclosures

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alex
11/20/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1997

J. PATRICK ANDERSON, ESQUIRE
930 S. HARBOR CITY BOULEVARD
SUITE 505
MELBOURNE, FL 32901

SUBJECT: W.B., INC.
Ref. Number: W97000026067

We have received your document for W.B., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 297A00055302

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November 20, 1997

Ms. Dana Calloway
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: W.B. of Brevard, Inc.
Our File No. 97-7630

Dear Ms. Calloway:

In connection with the above-referenced corporation, enclosed please find an original and one copy of Articles of Incorporation revised in accordance with your letter dated November 18, 1997, a copy of which is enclosed. Kindly send confirmation of the filing of these Articles to the undersigned at the above address.

Very truly yours,

FRESE, NASH & TORPY, P.A.


J. Patrick Anderson

JPA:sld
Enclosures

ARTICLES OF INCORPORATION
OF
W.B. OF BREVARD, INC.

97 NOV 22 AM 9:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is W.B. of Brevard, Inc.

EFFECTIVE DATE
11-20-97

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 2090 Northview Street, N.E., Palm Bay, Florida 32905. The initial address in Florida of the initial registered office of this Corporation is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is J. Patrick Anderson.

ARTICLE VII

The initial Board of Directors shall consist of two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

William B. Parmenter, Sr.
1598 Nebraska Street, N.E.
Palm Bay, FL 32907

William B. Parmenter, Jr.
2090 Northview Street, N.E.
Palm Bay, FL 32905

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

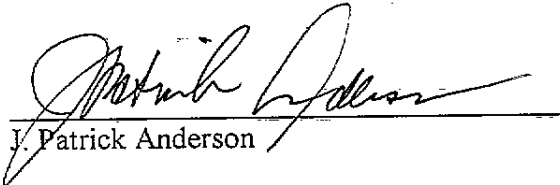
ARTICLE IX

The name and address of the initial incorporator is as follows: J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

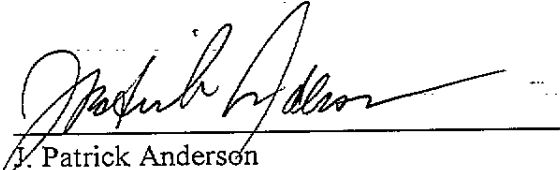
ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 20th day of November, 1997.


J. Patrick Anderson

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



J. Patrick Anderson
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

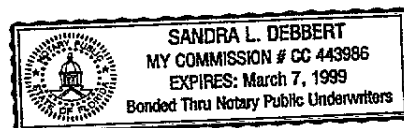
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, J. Patrick Anderson, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESS my hand and official seal in the County and State aforesaid this 20th day of November, 1997.


Sandra L. Debbert
Notary Public
State of Florida at Large

My Commission Expires:



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