

12/19/97 FRI 15:38 AI 904 359 870

FOLEY & LARDNER

001

P97000106854

200 LAURA ST  
JACKSONVILLE

FL 32202- US

CERTIFICATE(S) REQUESTED: NO  
ESTIMATED CHARGES: \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT  
CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

ENTER/SELECTION AND <CR>FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:28 PM

((H97000020958 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FOLEY & LARDNER

ACCT#: 072720000061

CONTACT: KAREN PETERSON

PHONE: (904)359-2000

FAX #: (904)359-8700

NAME: WADE ALABAMA CORPORATION

AUDIT NUMBER.....H97000020958

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>:

FILED  
97 DEC 19 AM 7:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BFB  
12/19/97

Fax Audit No. H97000020958

ARTICLES OF INCORPORATION  
OF  
WADE ALABAMA CORPORATION

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Wade Alabama Corporation

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 569 Edgewood Avenue S., Jacksonville, Florida 32205.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000  
Fax Audit Number: H97000020958

FILED  
97 DEC 19 AM 7:38  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Fax Audit No. H97000020958

## ARTICLE 4

## CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$1.00 per share.

## ARTICLE 5

## INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 569 Edgewood Ave. South, Jacksonville, Florida 32205, and the name of the initial registered agent of this corporation at that address is S. D. Simpson.

## ARTICLE 6

## DIRECTORS

Section 6.1 Number. This corporation shall have three (3) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Donald W. McArthur, Jr.	569 Edgewood Avenue S., Jacksonville, Florida 32205
William A. McArthur	569 Edgewood Avenue S., Jacksonville, Florida 32205
Charles Herlong	569 Edgewood Avenue S., Jacksonville, Florida 32205

Fax Audit No. H97000020958

## ARTICLE 7

### BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

## ARTICLE 8

### INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

ADDRESS

John T. Sefton

200 Laura Street, Jacksonville, Florida 32202

## ARTICLE 9

### INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE 10

### AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

Prepared by:

Linda Y. Kelso, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000  
Fax Audit Number: H97000020958

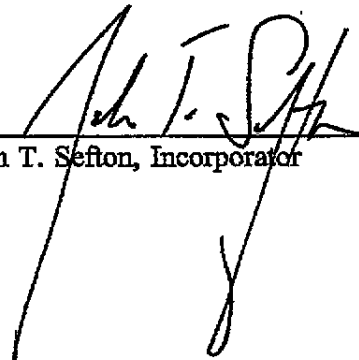
12/19/97 FRI 16:13 FAX 904 359 8700

FOLEY & LARDNER

005

Fax Audit No. H97000020958

IN WITNESS WHEREOF, the incorporator has executed these Articles on December  
19, 1997.

  
\_\_\_\_\_  
John T. Sefton, Incorporator

Prepared by:

Linda Y. Kelso, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000  
Fax Audit Number: H97000020958

Fax Audit No. H97000020958

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

  
S. D. Simpson, Registered Agent

Date: 12-19-97

FILED  
97 DEC 19 AM 7:38  
TALLAHASSEE, FLORIDA

Prepared by:

Linda Y. Kelso, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000  
Fax Audit Number: H97000020958