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ATTORNEYS AT LAW

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Charles M. Daniels  
Nadya D. Vecchiet-Lambert  
Marsha W. Montgomery

April 10, 1998

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-04/13/98-01047-012  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Waypoint, Inc. - Articles of Incorporation

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation for Waypoint, Inc. for filing. I would appreciate your furnishing me with a certified copy. A check made payable to the Florida Secretary of State/Divisn of Corporations in the amount of \$122.50 is enclosed.

Yours truly,

*Steven J. Baker*  
STEVEN J. BAKER

SJB/gmh  
enclosure

FILED  
98 APR 13 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

POST OFFICE BOX 66  
15 WEST LARUA STREET  
PENSACOLA, FLORIDA 32591

(850) 434-3009  
FAX (850) 434-7253

E. STOCK APR 15 1998

ARTICLES OF INCORPORATION  
OF  
WAYPOINT, INC.

The undersigned subscribers to these Articles, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida, and under the following articles:

ARTICLE I. NAME

The name of this corporation shall be Waypoint, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company or a building and loan association, fraternal benefit society, or a State Fair or Exposition. Subject to such limitations, it shall engage in any activity or business permitted under the laws of this United States or the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

98 APR 13 AM 10:56  
FILED  
SHERIFF OF STATE  
OF FLORIDA  
TENNESSEE, FLORIDA

### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 3200 Old Winter Garden Road, Apartment 1322, Ocoee, Florida 34761, and the name of the initial registered agent of this corporation is Matthew C. Gunter.

### ARTICLE VI. DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a Board of one or more directors. The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but there shall never be less than one.

### ARTICLE VII. INITIAL DIRECTORS AND OFFICERS

The name and post office address of the initial director and corporate officer of the corporation is:

MICHAEL TODD GILBERT - PRESIDENT AND SECRETARY  
6148 Westgate Drive  
Apartment 303  
Orlando, Florida 32835

MATTHEW C. GUNTER - VICE PRESIDENT  
3200 Old Winter Garden Road  
Apartment 1322  
Ocoee, Florida 34761

### ARTICLES VIII. INCORPORATORS

The name and residence address of the subscriber to these Articles of Incorporation is:

MICHAEL TODD GILBERT.  
6148 Westgate Drive  
Apartment 303  
Orlando, Florida 32835

## ARTICLES IX. RESTRICTION ON SALE OF STOCK

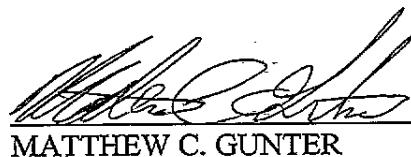
The corporation and, subject to the priority of the corporation, the remaining stockholders of the corporation shall have preference in the purchase of any shares of capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his or her personal representative, heirs, devisees, legatees, pledges, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his or her shares of stock, he or she shall file notice in writing of such intention with the president of the corporation stating the terms of such bona fide offer which he or she has received, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the president of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholder, or the person in privity with him or her, desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders, (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such bona fide offer.

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

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is  
submitted:

That Waypoint, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3200 Old Winter Garden Road, Apartment 1322, Ocoee, Florida 34761, and Matthew C. Gunter, at the same address, as its agent to accept service within the State of Florida.

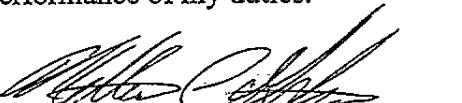
Dated: 9/15/97



Matthew C. Gunter

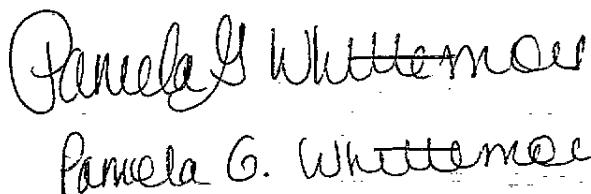
MATTHEW C. GUNTER

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Matthew C. Gunter

MATTHEW C. GUNTER  
Resident Agent



Pamela G. Whittemore  
Pamela G. Whittemore



PAMELA G WHITTEMORE  
My Commission #C546275  
Expires May 18, 2000

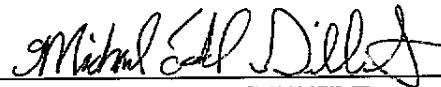
## ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation are subscribed by the undersigned this 15 day of SEPTEMBER, 1997.

  
MICHAEL TODD GILBERT

SECRETARY OF STATE  
FLORIDA

98 APR 13 AM 10:56

**FILED**

STATE OF FLORIDA

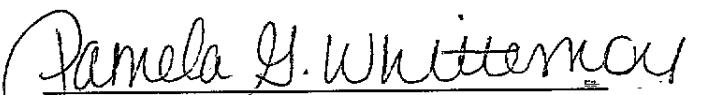
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority in and for said state and county, personally appeared MICHAEL TODD GILBERT, who is personally known to me and known to me to be the individual described in and who, after taking an oath, executed the foregoing Articles of Incorporation of Waypoint, Inc., and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

GIVEN under my hand and official seal this 15 day of Sept., 1997.



PAMELA G WHITTEMORE  
My Commission CC546275  
Expires May 18, 2000

  
NOTARY PUBLIC  
Typed Name: Pamela G. Whittemore  
Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_