



ORLANDO TITLE AND ABSTRACT OF FLORIDA, INC.



P980000064439

DATE: 7/17/98

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-07/20/98-01120-010
*****80.00 *****80.00

TO: Secretary of State

FROM: Michelle

RE: WM #1

MESSAGE:

Please fax or UPS the Certificate of Filing, confirming that the corporation papers have been filed with you.

I have enclosed a return envelope (UPS) for your convenience.

Thank you very much for your assistance with this matter.

cc:

Michelle GAVE
AUTHORIZATION BY PHONE TO
CORRECT INCORPORATOR address
DATE 7/22/98
DOC. EXAM u

FILED
98 JUL 20 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

aware of similar
corp name Doc. # P980000021016

2699 Lee Road, Suite 210 * Winter Park, Florida 32789
(407) 629-4162 Phone * (407) 629-4203 Fax

u 7/22/98

ARTICLES OF INCORPORATION OF

WM #1, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE:

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I:

The name of the corporation shall be:

WM #1, Inc.

ARTICLE II:

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be as follows:

1. To engage in the business of: _____

general business

2. To engage in all other lawful businesses.

3. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.

4. To borrow money of any person, firm or corporation, to issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure same by mortgage, pledge or by any other lawful means.

5. To have offices, conduct its business and promote its objects within or without the State of Florida, in other

ARTICLES OF INCORPORATION
PAGE TWO.

states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.

6. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in the State of Florida or throughout the United States or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the Laws of the State of Florida.

7. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III:

The corporation shall have perpetual existence.

ARTICLE IV:

The address of the principal office of the corporation is:

1014 Fox Den Court, Winter Springs, Florida 32708

ARTICLE V:

The capital stock of the corporation shall consist of

100 shares of common stock with a \$1.00 par value.

ARTICLES OF INCORPORATION
PAGE FOUR

come before the meeting may be considered and transacted.

The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board of Directors to be held annually immediately following the annual stockholders meeting.

The time, place and manner of calling meetings of the stockholders or directors shall be fixed by the By Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By Laws of the corporation and the Laws of the State of Florida as such Board may deem advisable for the conduct and operation of the corporation.

The Board of Directors shall appoint a resident agent as required by the Laws of the State of Florida.

ARTICLE X:

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

ARTICLE XI:

A special meeting of the subscribers or their assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the By Laws and the transaction of such other business as may be desired.

ARTICLES OF INCORPORATION
PAGE THREE.

ARTICLE VI:

The amount of capital with which the corporation shall commence business shall not be less than \$500.00.

ARTICLE VII:

The business of the corporation shall be conducted by a Board of not less than one director. The name and post office address of the first director is as follows:

WILLIAM A. MORRISEY
1014 Fox Den Court
Winter Springs, Fl 32708

ARTICLE VIII:

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The number of Vice Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting, of the Board of Directors or until their successors are elected and have qualified, the following shall be the officers of the corporation:

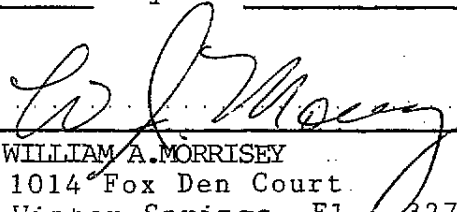
PRESIDENT: WILLIAM A. MORRISEY
VICE PRESIDENT: WILLIAM A. MORRISEY
SECRETARY: WILLIAM A. MORRISEY
TREASURER: EDWARD L. MORRISEY

ARTICLE IX:

The annual meeting of the stockholders shall be held on the January 1 of each year, or at such other time as may be fixed by the By Laws, at which time the Board of Directors shall be elected and such other business as may properly

ARTICLES OF INCORPORATION
PAGE FIVE

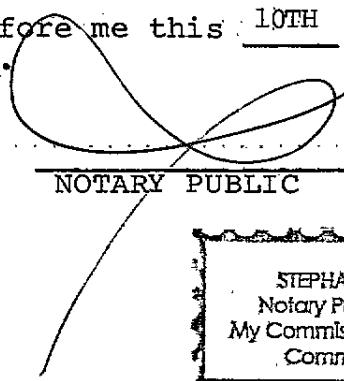
IN WITNESS WHEREOF, I have hereunto set my hand and
seal at Orlando, Florida, this 10th day of July, 19 98.


WILLIAM A. MORRISEY
1014 Fox Den Court
Winter Springs, Fl. 32708

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared
WILLIAM A. MORRISEY who after being first duly sworn
upon oath, acknowledged before me that he signed the foregoing
Articles of Incorporation for the uses and purposes therein
expressed.

Sworn to and subscribed before me this 10TH day of
July, 19 98.


NOTARY PUBLIC

STEPHANIE A. MUSSELWHITE
Notary Public - State of Florida
My Commission Expires Oct 12, 2001
Commission # CC687862

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

In pursuant of Chapter 48.091, Florida Statutes,
the following is submitted in compliance with said Act:

First, that + WM # 1, Inc.

desiring to organize under the Laws of the State of
Florida, with is principal office as indicated in the
Articles of Incorporation at City of Apopka, County
of Orange, State of Florida, has named

WILLIAM A. MORRISEY

located at: 1014 Fox Den Court, Winter Springs, Fl 32708
as its agent to accept service of process within this
State.

ACKNOWLEDGMENT:

Having been named to accept service of process for
the above stated corporation, at place designated in this
certificate, I hereby agree to act in this capacity and
agree to comply with the provisions of said act relative to
keeping open said office.


WILLIAM A. MORRISEY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 20 PM 1:48

FILED