

P98000082331



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 965274 81467A

AUTHORIZATION : Patricia Fyfe

COST LIMIT : \$ 122.50

ORDER DATE : September 17, 1998

ORDER TIME : 1:35 PM

ORDER NO. : 965274-005

CUSTOMER NO: 81467A

400002642574--0

CUSTOMER: Frank C. Wheeler, Esq  
CHARLES F. WHEELER, P.A.

Suite 200  
901 Venetia Bay Boulevard  
Venice, FL 34292

DOMESTIC FILING

NAME: ~~WAVE ENTERPRISES, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

2544  
W98-21396

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 17 AM 9:42

RECEIVED  
98 SEP 17 PM 2:37  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 17 AM 9:42

September 18, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: WAVE ENTERPRISES, INC.  
Ref. Number: W98000021396

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for WAVE ENTERPRISES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 298A00047315

RECEIVED  
98 SEP 22 PM 4:11  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF  
TERRA FIRMA SALES, INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 17 AM 9:42

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation under and by virtue of the laws of the State of Florida as contained in the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended the ("ACT").

ARTICLE 1: NAME

Name of the Corporation shall be:

TERRA FIRMA SALES, INC.

ARTICLE 2: DURATION

The date of commencement of corporate existence shall be the date the Articles of Incorporation are filed with the Secretary of State, and the period of duration of the corporation shall be perpetual.

ARTICLE 3: PURPOSE AND POWERS

In general to have and exercise any and all power that corporations have and may exercise under the laws of the State of Florida, specifically including the provisions of Florida Statute §607.0302, and its amendments, except such powers as are inconsistent with the express provisions of these Articles of Incorporation.

ARTICLE 4: STOCK

The corporation shall have authority to issue 10,000 shares of common stock with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in series.

ARTICLE 5: PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

5.2 Prohibition of Issued Shares for Other Than Money or Property. Shares in the corporation shall not be issued for consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the right of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share certificates subject to such restrictions shall have a reference to the restrictions placed on the certificate and such stock shall not thereafter be transferred on the corporate books except in accordance with the provisions of such agreement. Stock transferred in violation of any such restrictions shall not be entitled to dividend or voting rights until there has been full compliance with the provisions of any such agreement.

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The principal office address of the corporation is: 313 DANTE DR., NOKOMIS, FL. 34275

The registered office address is: 901 VENETIA BAY BLVD., SUITE 200, VENICE, FLORIDA 34292, and the name of the initial registered agent of the corporation at such address is: CHARLES F. WHEELER

## ARTICLE 7: DIRECTORS

The initial Board of Directors shall consist of ONE member. The name and address of the person who is to serve as director until the first annual meeting of shareholders or until the successor is elected and qualified, or until the earlier resignation, removal from office or death, is as follows:

FRANK C. WHEELER, 313 DANTE DRIVE, NOKOMIS, FL. 34275  
ARTICLE 8: INCORPORATOR

The name and address of the incorporator of this corporation is:

FRANK C. WHEELER, 313 DANTE DRIVE, NOKOMIS, FL. 34275

## ARTICLE 9: PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION.

9.1 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

9.2 BYLAWS. The initial Bylaws of the corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. the Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and these Articles of Incorporation.

9.3 CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is an officer or director of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction' and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested

IN WITNESS WHEREOF, the undersigned, being the incorporators of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 16th day of September, 1998.

Pam Nickell

Printed: PAM NICKELL

Witness # 1

Tanya M. Weiss

Printed: TANYA M. WEISS

Witness # 2

Frank C. Wheeler

FRANK C. WHEELER

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 17 AM 9:42

State of Florida  
County of Sarasota

I, TANYA M. WEISS, Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that Frank C. Wheeler being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts herein stated.

WITNESS my hand and official seal this 16th day of September, 1998.



TANYA M. WEISS  
COMMISSION # CC611740  
EXPIRES JAN. 6, 2001

My commission expires:

Tanya M. Weiss

Notary Public

TANYA M. WEISS

I, CHARLES F. WHEELER, having been named as Registered Agent in the foregoing Articles of Incorporation, hereby simultaneously 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 am familiar with and accept the obligations of my position as registered agent.

Charles F. Wheeler  
CHARLES F. WHEELER