

**WOLFE, YOUNG, O'BAKER & COMPANY** Accountants & Tax Consultants

5100 Highway 17-92, Suite 200 • Casselberry, Florida 32707-3862 • Phone: 407.339.9000 • Fax: 407.339.4205 • www.wyoc.com

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

September 23, 1998

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

Re: Wilkin Art, Inc.

To Whom It Concerns:

Enclosed please find \$70.00 check for Filing Fees (\$35.00) and Registered Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY

*Robert W. Wolfe*

(computer signed in order to avoid delay)

Robert W. Wolfe

RWW/bjs

Enclosures

cc: James D. McKenzie

FILED  
98 OCT -1 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WYO

*Articles of Incorporation*  
*of*  
**WILKIN ART, INC.**

FILED  
98 OCT -1 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Article I - Name**

The name of the corporation is: Wilkin Art, Inc.

**Article II - Duration**

This corporation shall exist perpetually.

**Article III - Purpose**

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

**Article IV - Capital Stock**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

**Article V - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is: 2318 Runyon Court, Orlando, Florida 32837, and the name of the initial registered agent of this corporation at that address is: James D. McKenzie.

#### **Article VII - Initial Board of Directors**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: James D. McKenzie, 2318 Runyon Court, Orlando, Florida 32837.

#### **Article VIII - Incorporator**

The name and address of the person signing these Articles of Incorporation is: James D. McKenzie, at 2318 Runyon Court, Orlando, Florida 32837.

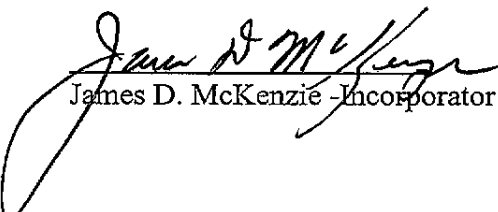
#### **Article IX - Initial Officers**

The names and addresses of initial officers shall be James D. McKenzie, 2318 Runyon Court, Orlando, Florida 32837, President, Secretary and Treasurer.

#### **Article X - By-Laws**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 15 day of Sept, A.D., 1998.

  
James D. McKenzie - Incorporator

State of Florida  
Department of State

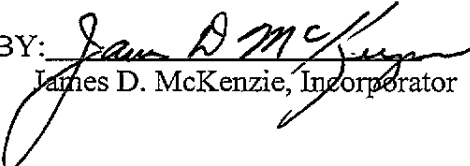
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

The following is submitted in compliance with Section 48.091, Florida Statutes.

Wilkin Art, Inc., a corporation organized under the laws of the State of Florida, with its principal  
office at: 2318 Runyon Court, Orlando, Florida 32837, has named James D. McKenzie of 2318  
Runyon Court, Orlando, Florida 32837, as its Agent to accept service of process within this State.

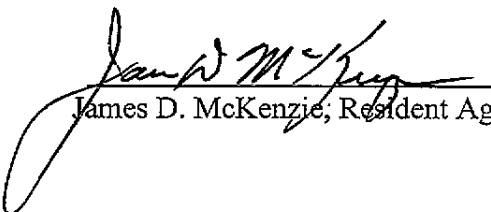
Wilkin Art, Inc.

BY:

  
James D. McKenzie, Incorporator

ACCEPTANCE

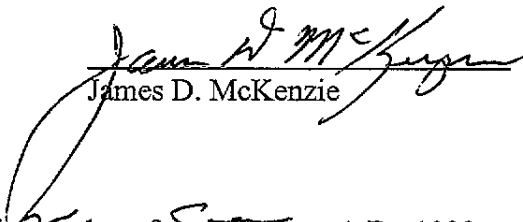
Having been named to accept service of process for the above-stated corporation, at the  
designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper and complete performance of my  
duties.

  
James D. McKenzie, Resident Agent

**FILED**  
98 OCT -1 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE of FLORIDA  
COUNTY OF ORANGE:

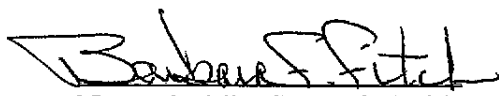
BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, James D. McKenzie, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.

  
James D. McKenzie

SWORN and SUBSCRIBED to before me this 25 day of SEPT, A.D., 1998.



Barbara F Fitch  
My Commission CC633379  
Expires April 20, 2001

  
Notary Public, State of Florida  
AT LARGE

My Commission Expires: (N.P.Seal)