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THOMAS H. WARLICK

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 4, 1998

Division of Corporations  
Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32314

Attention: Corporation Division

RE: Wetland Resources, Inc.

To whom it may concern:

Please find enclosed the Articles of Incorporation regarding the above referenced corporation. Also enclosed is a check in the amount of \$78.75 for filing fees.

Please file this immediately and return a copy in the Federal Express envelope that has been provided to you. Thank you for your assistance in this matter.

Sincerely,

*Tina M. Muglach*

Tina M. Muglach  
Secretary to Thomas H. Warlick

tmm:enclosures

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ARTICLES OF INCORPORATION  
OF  
WETLAND RESOURCES, INC., a Florida corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Wetland Resources, Inc., a Florida corporation.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 221 Westmoor Bend, Orlando, Florida 32835.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$10.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall

become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 221 Westmoor Bend, Orlando, Florida 32835.

The name of the initial registered agent of this corporation at that address shall be John A. Miklos.

#### ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
John A. Miklos	221 Westmoor Bend Orlando, Florida 32835	P/D
Rodney C. Hudson	P.O. Box 875 Minneola, Florida 34755	VP/S/D
Thomas H. Warlick, III	13345 Lake Turnberry Circle Orlando, Florida 32828	VP/T/D

**ARTICLE VIII - INCORPORATOR**

The following is the name and street address of the  
Incorporator to these Articles of Incorporation:

Thomas H. Warlick, III  
13345 Lake Turnberry Circle  
Orlando, FL 32828

**ARTICLE IX - PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock 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, which price, in the case of par value shares, may be in excess of par.


**ARTICLE X - BUY-SELL AGREEMENT**

The stock to be issued by this corporation shall be subject to a buy-sell agreement whereby each stockholder shall have the right of first refusal to purchase his pro rata share of any stock to be sold by an existing stockholder.

**ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 4<sup>th</sup> day of November, 1998.

  
THOMAS H. WARLICK, III  
Incorporator

(SEAL)

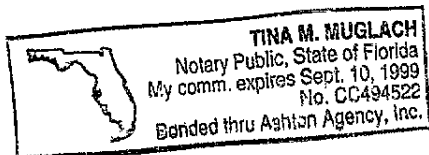
STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared THOMAS HUDGINS WARLICK, III, to me known or provided \_\_\_\_\_ as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of November, 1998.

(SEAL)

Tina M. Muglach  
Notary Public  
My commission expires:



CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

THAT, WETLAND RESOURCES, INC., desiring to organize under  
the laws of the State of Florida, with its principal office as  
indicated in the Articles of Incorporation in the City of  
Orlando, County of Orange, State of Florida, has named as its  
Registered Agent, John A. Miklos in the City of Orlando, County  
of Orange, State of Florida, to accept service of process within  
this State.

ACKNOWLEDGMENT

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

  
JOHN A. MIKLOS