

ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN, P.A.

ATTORNEYS AT LAW

ONE UNIVERSITY PARK, SUITE 600  
12800 UNIVERSITY DRIVE  
P.O. BOX 60259 (ZIP 33906)  
FT. MYERS, FLORIDA 33907  
TELEPHONE: (941) 489-1776  
FACSIMILE: (941) 489-2444

ONE TAMPA CITY CENTER  
SUITE 2100  
P.O. BOX 3433 (ZIP 33601)  
TAMPA, FLORIDA 33602  
TELEPHONE: (813) 229-3321  
FACSIMILE: (813) 223-9067

PELICAN BAY FINANCIAL CENTER  
SUITE 300  
8889 PELICAN BAY BOULEVARD  
NAPLES, FLORIDA 34108  
TELEPHONE: (941) 597-7088  
FACSIMILE: (941) 597-6984

201 SOUTH MONROE STREET  
SUITE 200  
TALLAHASSEE, FLORIDA 32301  
TELEPHONE: (850) 224-7668  
FACSIMILE: (850) 224-7290

PLEASE REPLY TO:  
TAMPA  
(813) 229-3321  
MANNI@annislaw.com

AVAILABLE FOR CONSULTATION  
KÄRGEL, VOLLHARDT & PARTNER  
KURFÜRSTENDAMM 36  
D-10719 BERLIN, GERMANY  
011-49-30-885-7710  
FAX: 011-49-30-881-1308

March 17, 1999

P99000027240

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

800002811588--1  
-03/19/99--01028--007  
\*\*\*122.50 \*\*\*\*\*78.75

Re: Ware-Craft, Inc.  
Our File No: 3589-005-1

Gentlemen:

Enclosed for filing in your office are one original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
	<u>\$122.50</u>

Please forward a certified copy of the Articles to the undersigned.

Sincerely,



Michael D. Annis

MDA:ak

Enclosures

cc: Mr. Earl H. Ware, Sr. (without enclosure)

3589-005-641013

F. CHESSEN

MAR 25 1999

FILED  
99 MAR 19 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**WARE-CRAFT, INC.**

FILED  
99 MAR 19 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I**

**Name and Address**

The name of this Corporation is: **Ware-Craft, Inc.** The mailing address of the Corporation is: 1112 Channelside Drive, Tampa, Florida 33624. The street address of the Corporation is: 1112 Channelside Drive, Tampa, Florida 33624.

**ARTICLE II**

**Existence of corporation**

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

**ARTICLE III**

**Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Powers**

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

## ARTICLE V

### Capital Stock

This Corporation is authorized to issue 10,000 shares of common stock \$.10 par value common stock, which shall be designated Common Shares.

## ARTICLE VI

### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1112 Channelside Drive, Tampa, Florida 33624 and the name of its initial registered agent at such address is Earl H. Ware, Sr.

## ARTICLE VII

### Initial Board of Directors

This Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial director of this Corporation are:

Name	Address
Earl H. Ware, Sr.	1112 Channelside Drive Tampa, Florida 33624
Joseph G. Cain	1112 Channelside Drive Tampa, Florida 33624
Carl J. Ware	1112 Channelside Drive Tampa, Florida 33624

**ARTICLE VIII**

**Incorporator**

The name and address of the person signing these Articles are:

Name	Address
Earl H. Ware, Sr.	1112 Channelside Drive Tampa, Florida 33624

**ARTICLE IX**

**Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

**ARTICLE X**

**Amendment**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 16 day of March, 1999.

Earl H Ware Sr.  
Earl H. Ware, Sr.

Acceptance By Registered Agent

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, 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.

Earl H. Ware Sr.  
Earl H. Ware, Sr.

Dated March 16, 1999

PF-201

3589-005-640809

FILED  
99 MAR 19 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA