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File Number 16147

April 23, 1999

VIA FEDERAL EXPRESS

Department of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

000002852360--3  
-04/26/99-01164-013  
\*\*\*128.75 \*\*\*128.75

RE: Certificate of Domestication with Articles  
of Incorporation of WM, Inc. of Pennsylvania

Gentlemen:

Please find enclosed for filing in your office two (2) signed originals of the Certificate of Domestication and Articles of Incorporation of WM, Inc. of Pennsylvania, a Pennsylvania business corporation incorporated under the name of WM, Inc. I have also enclosed our firm check in the amount of \$128.75 to cover the cost of filing both of these documents.

As soon as these documents have been recorded, I would like to request that you return the date-stamped acknowledgments thereof to my attention at the above address.

If you have any questions concerning the enclosed documents, please contact me at your earliest convenience.

Very truly yours,

*Eileen R. Jordan*

Eileen R. Jordan  
Legal Assistant

Enclosures

cc: Mr. Chick Shearer  
John D. Houston II, Esquire

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 26 AM 11:51

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WSM

FLORIDA DEPARTMENT OF STATE, SECRETARY OF STATE

CERTIFICATE OF DOMESTICATION

The undersigned, Gerald E. Feldman, Vice President,  
(Name) (Title)

of WM, Inc. a foreign Corporation,  
(Corporation Name)


in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was January 15, 19 86.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Commonwealth of Pennsylvania.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was WM, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is WM, Inc. of Pennsylvania
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was

One Allegheny Center, Suite 650 Pittsburgh Pennsylvania 15212

I am Vice President, of WM, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 21st day of April, 19 99

  
Gerald E. Feldman (Authorized Signature) Vice President

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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DIVISION OF CORPORATIONS  
99 APR 26 AM 11:51

# ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

## **ARTICLE I NAME**

The name of the corporation shall be: WM, Inc. of Pennsylvania

## **ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

42 St. George Place, Palm Beach Gardens, Florida 33418

## **ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock, at One Dollar (\$1.00) Par Value

## **ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Gerald E. Feldman  
42 St. George Place  
Palm Beach Gardens, Florida 33418

## **ARTICLE V INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are:

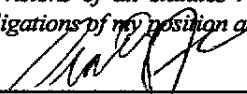
Gerald E. Feldman  
42 St. George Place  
Palm Beach Gardens, Florida 33418

  
\_\_\_\_\_  
Signature/Incorporator  
Gerald E. Feldman

4-21-99  
\_\_\_\_\_  
Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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 I am familiar with and accept the obligations of my position as registered agent

  
\_\_\_\_\_  
Signature/Registered Agent  
Gerald E. Feldman

4-21-99  
\_\_\_\_\_  
Date

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