

**Windermere Properties and Engineering Services, Inc.**

9780 Wild Oak Drive  
Windermere, Florida 34786-8337)

407/293-7050

July 20, 1999

SECRETARY OF STATE  
Division Of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

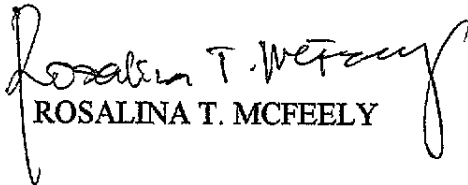
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\*\*\*\*122.50 \*\*\*\*78.75

Enclosed please find my check in the amount of \$122.50 for the cost of filing of the following:

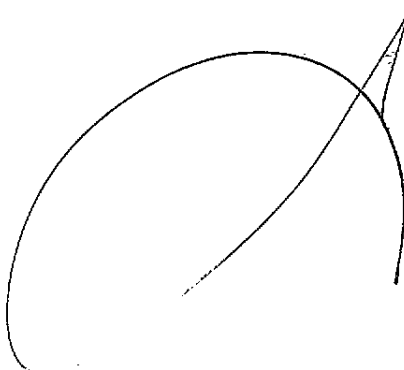
Windermere Properties and Engineering Services, Inc.

Please forward certified copies of Articles to my attention 12738 Woodbury Oaks Drive,  
Orlando, Florida 32828.

Sincerely,

  
ROSALINA T. MCFEELY

FILED  
99 JUL 21 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

 7/27

FILED  
99 JUL 21 AM 10:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
WINDERMERE PROPERTIES AND ENGINEERING SERVICES, INC.

The undersigned incorporators deliver these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act, and hereby adopt the following Articles of Incorporation.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be Windermere Properties and Engineering Services, Inc. The principal place of business of this corporation shall be 9780 Wild Oak Drive, Windermere, Florida 34786-8337 and the mailing address of the corporation shall be the same.

ARTICLE II  
CORPORATE PURPOSES, POWER AND RIGHTS

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III  
DURATION OF THE CORPORATION

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV  
AUTHORIZED STOCK

The total number of shares of capital stock which the Corporation has the authority to issue is a thousand (1,000) shares of Common Stock, with a \$1.00 par value per share.

ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the Registered Agent of the Corporation is:

NAME  
ROSALINA T. MCFEELY

ADDRESS  
12738 Woodbury Oaks Drive  
Orlando, Florida 32828

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two (2) persons. The name and addresses of the person(s) who shall serve as director(s) of the Corporation until the first meeting of shareholders are:

| NAME                | ADDRESS                                               |
|---------------------|-------------------------------------------------------|
| JAMES E. ROTHROCK   | 9780 Wild Oak Drive<br>Windermere, Florida 34786-8337 |
| ROSALINA T. MCFEELY | 12738 Woodbury Oaks Drive<br>Orlando, Florida 32828   |

**ARTICLE VII  
OFFICERS OF THE CORPORATION**

The names of the persons who are to serve as officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

|                     |                          |
|---------------------|--------------------------|
| JAMES E. ROTHROCK   | President/Treasurer      |
| ROSALINA T. MCFEELY | Vice President/Secretary |

**ARTICLE VII  
INCORPORATORS**

The names and addresses of the incorporators of the Corporation is:

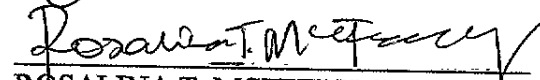
| NAME                | ADDRESS                                               |
|---------------------|-------------------------------------------------------|
| JAMES E. ROTHROCK   | 9780 Wild Oak Drive<br>Windermere, Florida 34786-8337 |
| ROSALINA T. MCFEELY | 12738 Woodbury Oaks Drive<br>Orlando, Florida 32828   |

**ARTICLE VIII**

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribed to or acquire shares.

The undersigned incorporators have executed these Articles of Incorporation this  
\_\_\_\_ day of July, 1999.

  
\_\_\_\_\_  
JAMES E. ROTHROCK, Incorporator

  
\_\_\_\_\_  
ROSALINA T. MCFEELY, Incorporator

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

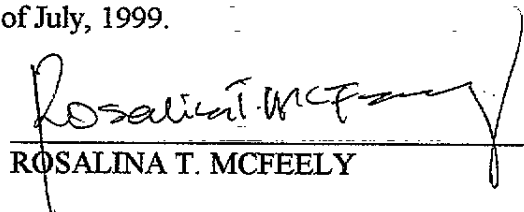
1. The name of the corporation is: Windermere Properties and Engineering Services, Inc.

2. The name and address of the registered agent and office is:

ROSALINA T. MCFEELY, 12738 Woodbury Oaks Drive,  
Orlando, Florida 32828.

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.

Executed this 25<sup>th</sup> day of July, 1999.

  
ROSALINA T. MCFEELY

99 JUL 21 AM 10:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED