

P99000076838

JOHN F. TOLSON, JR.  
ATTORNEY AT LAW  
2301 Park Avenue, Suite 406  
Orange Park, Florida 32073

REPLY TO:  
P.O. BOX 655  
ORANGE PARK, FL 32067-0655

PHONE (904) 269-0050  
FAX (904) 269-6119

August 11, 1999

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

300002958583--1  
-08/12/99--01093--014  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: WBT CORPORATION

Dear Sirs:

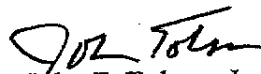
Enclosed are the original Articles of Incorporation for the above corporation and my trust account check #2940 in the amount of \$122.50 to cover costs as follows:

1. \$35.00 filing fee
2. \$35.00 designation of Registered Agent
3. \$52.50 certified copy of Certificate of Corporation

Please return the Certified Copy of the Articles in the self addressed stamped envelope provided herein.

If you have any questions, please give me a call.

Very truly yours,

  
John F. Tolson, Jr.

JFT,Jr./sgm  
Enclosures

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99 AUG 27 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SectyState

C. GALLMON-CASE AUG 27 1999

IN 99-19079



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 17, 1999

JOHN F. TOLSON, JR. ESQ.  
POST OFFICE BOX 655  
ORANGE PARK, FL 32067-0655

SUBJECT: WBT CORPORATION  
Ref. Number: W99000019079

We have received your document for WBT CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Cheryl Gallmon-Case  
Document Specialist

Letter Number: 199A00041502

ARTICLES OF INCORPORATION  
OF  
WWT CORPORATION

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 this corporation shall be:

WWT CORPORATION

ARTICLE II - Principal Office

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

Principal Office

2606 Shenandoah Dr. S.  
Orange Park, Fla 32065

Mailing Address

2606 Shenandoah Dr. S.  
Orange Park, Fla 32065

ARTICLE III - Capital Stock

The aggregate amount of the total authorized capital stock of this corporation is 300,000 shares of common stock without nominal or par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the board of directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment thereon..

ARTICLE IV - MISCELLANEOUS

A. INDEMNIFICATION

1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid

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TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

### WWT CORPORATION

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in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he or she had not reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nol contendere or its equivalent, shall not, or itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

2. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of any independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

3. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

4. In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of share holders.

## ARTICLES OF INCORPORATION

### WWT CORPORATION

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5. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

#### **B. Insurance against professional liability**

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provision of these articles, or under law.

#### **C. Interested director/ officer contracts**

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its director or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her or there votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

ARTICLES OF INCORPORATION

WWT CORPORATION

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ARTICLE V

The initial board of directors shall consist of three members. The members may be increased or decreased from time to time in accordance with the Corporation by laws, but shall never be less than one. The names and addresses of the persons who will serve on this initial board of directors are:

Wilson O. Boozer, III

2606 Shenandoah Dr. S.  
Orange Park, Fla. 3206

William George Bew

11431 Lumberjack Cir. W  
Jacksonville, FL 32223

Thomas Wayne Peters, II

201 San Pablo Road  
Jacksonville FL 32225

ARTICLE VI - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes the date when corporate existence shall commence is the date this certificate is filed with the Secretary of State of Florida.

ARTICLE VII - Initial Registered Agent and Address

The name and address of the initial registered agent is:


John F. Tolson, Jr.  
2301 Park Avenue, Suite 406  
Orange Park, FL 32073

ARTICLE VIII - Incorporator

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

Wilson O. Boozer, III  
2606 Shenandoah Dr. S.  
Orange Park, Fla. 32065

The undersigned has executed these Articles of Incorporation this 26<sup>th</sup> day of August, 1999.

  
\_\_\_\_\_  
Wilson O. Boozer, III  
Incorporator

ARTICLES OF INCORPORATION

WWT CORPORATION

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

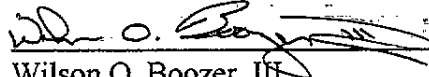
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

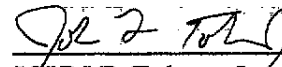
WWT CORPORATION

2. The name and address of the Registered Agent and office is:

John F. Tolson, Jr.  
2301 Park Avenue, Suite 406  
Orange Park, FL 32073

  
\_\_\_\_\_  
Wilson O. Boozer, III  
Title: Incorporator  
Date:

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.

  
\_\_\_\_\_  
JOHN F. Tolson, Jr.  
Date: Aug 26, 1999

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TALLAHASSEE, FLORIDA