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LAW OFFICES
J. STANFORD LIFSEY, P.A.
120 W. HYDIE PARK PLACE, SUITE 120
TAMPA, FLORIDA 33606-2340

J. STANFORD LIFSEY

PHONE 231-2121
AREA CODE 813

June 9, 1995

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

600001511116
-06/12/95--01063--012
*****122.50 *****122.50

Re: Worthy Enterprises, Inc.

Dear Madam/Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for WORTHY ENTERPRISES, INC. Please certify and return the copy to me.

A check in the amount of \$122.50 is enclosed to cover the costs of filing.

Sincerely,


J. Stanford Lifsey, Esquire

JSIL/es

FILED
95 JUN 12 AM 8:39
TALLAHASSEE, FLORIDA

BROWN JUN 16 1995

**ARTICLES OF INCORPORATION
OF
WORTHY ENTERPRISES, INC**

FILED
95 JUN 12 AM 8:39
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is WORTHY ENTERPRISES, INC.

ARTICLE II. DURATION

This corporation shall have a perpetual existence, commencing on the date of incorporation.

ARTICLE III. PURPOSES

The general purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of \$1.00 par value common stock, which shares shall be of a single class.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

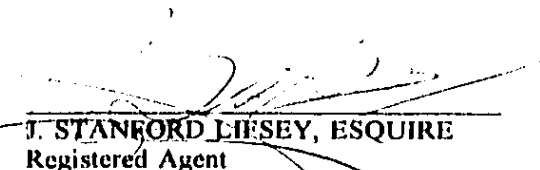
The street address of the initial principal office of the corporation is 10105 Cedar Run, Tampa, Florida 33619, and the name of the initial Registered Agent is J. STANFORD LIFSEY, ESQUIRE.

ARTICLE VII. REGISTERED AGENT

Pursuant to Chapter 48.091 of the Florida Statutes, and in compliance with said act, J.

STANFORD LIFSEY, ESQUIRE, is hereby designated as the corporation's agent to accept service of process within the State of Florida, with his address at 120 Hyde Park Place, Suite 120, Tampa, Florida 33606.

J. STANFORD LIFSEY, ESQUIRE, by his signature hereunder, does hereby state that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.


J. STANFORD LIFSEY, ESQUIRE
Registered Agent

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall initially have one director. The number of directors may be either increased or decreased from time to time, by the By-Laws of this corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
BEN L. WORTHY	Director/President	10105 Cedar Run Tampa, FL 33619

OFFICERS OF THE CORPORATION

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
BEN L. WORTHY	President	10105 Cedar Run Tampa, FL 33619
JAMES N. WORTHY	Vice President	10105 Cedar Run Tampa, FL 33619

ARTICLE IX. INCORPORATORS

The name and address of the person signing the Articles of Incorporation is BEN L.

WORTHY 10105 Cedar Run, Tampa, Florida 33619.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon shareholders is subject to this reservation

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of June, 1995.

Ben L. Worthy
BEN L. WORTHY

STATE OF FLORIDA,
COUNTY OF HILLSBOROUGH.

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State of Florida, personally appeared BEN L. WORTHY, personally known to me/identified by: FL # W630-072-39-297-D and known by me to be the person who executed the foregoing Articles of Incorporation; affiant did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforementioned above this 6th day of June, 1995.

Edith F. Stewart
NOTARY PUBLIC
State of Florida

EDITH F. STEWART
(Type or print notary's name)

My commission expires: 1-11-97

[SEAL]

