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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 8327
Tallahassee, FL 32314

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SUBJECT: THE LW GROUP, INC. (Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation
and a check for \$78.75 for Filing Fee and Certificate.

FROM:

LEO M. WILLISON
11009 CINDERLANE PL.
TAMPA, FL 33617
(813) 985-2639

FILED
96 JUL 10 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 7/11/96

ARTICLES OF INCORPORATION

FILED

96 JUL 10 PM 2:55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

The name of the corporation shall be:

The LW Group, Inc.

ARTICLE II

The principle place of business and mailing address shall be:

11009 Cinderlane Place
Tampa, FL 33617

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common voting stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors and the Shareholders of the Corporation. The shares of stock of the Corporation may be increased or decreased at any time by the Board of Directors and the Shareholders as provided by the laws of Florida. The shares of stock of the Corporation are not to be divided into classes and no more than thirty five (35) Shareholders are permitted.

ARTICLE IV

The name and address of the initial registered agent is:

Leo M. Willison
11009 Cinderlane Place
Tampa, FL 33617

ARTICLE V

Name and street address of the incorporator to these Articles of Incorporation is:

Leo M. Willison
11009 Cinderlane Place
Tampa, FL 33617

ARTICLE VI PURPOSES AND POWERS

Section 1. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida Business Corporation Act.

Section 2. The Corporation shall have all the powers set forth in the Florida Business Corporation Act, as provided by section 607.0302, Florida Statutes and all other sections of the Florida Business Corporation Act unless deleted herein.

ARTICLE VII AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be covered by section 607.0901, Florida Statutes.

ARTICLE VIII INDEMNIFICATION

The Corporation shall have the authority to indemnify any Officer, Director or employee of the Corporation or any former Officer, Director or employee of the Corporation as authorized by the Board of Directors, with such person as otherwise permitted under the Florida Business Corporation Act, as provided by section 607.0850 and other sections of the Florida Business Corporation Act. In accordance with Florida Business Corporation Act the Corporation does hereby indemnify the initial Officers and Directors as herein listed.

**ARTICLE IX
INITIAL OFFICERS AND DIRECTORS**

This Corporation shall have two (2) Officers and two (2) Directors initially. The number of Officers and Directors may be either increased or decreased from time to time by action in accordance with these provisions, however there shall never be less than one (1). The names and addresses of the initial Officers and Directors of this Corporation are:

Leo M. Willison
President, Treasurer
and Director
11009 Cinderlane Place
Tampa, FL 33617

Nancy Bailey
Vice President, Secretary
and Director
11009 Cinderlane Place
Tampa, FL 33617

**ARTICLE X
AMENDMENT**

The Corporation reserves the right, through its Board of Directors and Shareholders, in accordance with the Florida Business Corporation Act, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE XI
PROVISIONS FOR REGULATION OF THE
INTERNAL AFFAIRS OF THE CORPORATION**

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and the Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporator, of the Shareholders, of the Directors, and of the Officers of the Corporation, for all purposes, may be held at any place, either inside or outside the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporation property, shall be exercised by the Board of Directors, except as otherwise expressly provided by the Shareholders and law.

(d) The Board of Directors shall have power from time to time to determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the Agents, the Officers and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the Board and to the extent provided by the Shareholders and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock of the Corporation entitled to vote at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the majority vote of the Shareholders.

(h) Any Officers of the Corporation may be removed with or without cause at any time by vote of a majority of the Board of Directors.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or Officers of this Corporation is or are interested in or is a Director or Officer or are Directors or Officers of such other corporation nor shall such contract or other transactions be affected by the fact that the Directors or Officers of the Corporation are personally interested therein. Any Director or Directors, Officer or Officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors, Officer or Officers of this Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm,

association or corporation. Each and every person who may become a Director or Officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he may be in anywise interested.

(j) Bylaws of the Corporation may be created, amended or repealed and additional Bylaws added or adopted by a majority vote of the entire Board of Directors so long as the proposed action is not inconsistent with any Bylaws which might have been adopted at any Shareholders' meeting. The Bylaws of the Corporation may be created, amended or repealed at any Shareholders' meeting.

ARTICLE XII

The Corporation does hereby adopt all sections of the Florida Business Corporation Act as in effect for the benefit and protection of the Corporation, Officers, Directors, and Shareholders as provided therein, except as deleted by these Articles of Incorporation.

ARTICLE XIII INITIAL SHAREHOLDERS

Leo M. Willison
Number of Shares 450

Nancy S. Bailey
Number of Shares 50

The undersigned incorporator has executed these Articles of Incorporation this the 8th day of July, 1996.



Leo M. Willison

**CERTIFICATE OF DESIGNATION OF
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: THE LW GROUP, INC.
2. The name and address of the registered agent and office is:

LEO M. WILLISON
11009 CINDERLANE PL.
TAMPA, FL 33617

FILED
96 JUL 10 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 OF LEO M. WILLISON

July 8th 1996

DATE