

The Law Offices of
PHILLIPS & MORRIS
A PROFESSIONAL ASSOCIATION

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September, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

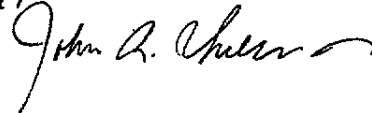
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To Whom It May Concern,

Please find enclosed an executed original and a correct copy of the Articles of Incorporation of Wayne Mac Dowell Enterprises, Inc., and a check in the amount of one hundred twenty two dollars and fifty cents (\$122.50) as and for the incorporation fees and for a certified copy to be returned to this address in the enclosed courtesy envelope.

I thank you in advance for your anticipated prompt attention to this matter.

Sincerely,



John R. Phillips, Jr.

JRP/bs
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
WAYNE MAC DOWELL ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of this corporation shall be WAYNE MAC DOWELL ENTERPRISES, INC., and its initial principal office and address shall be at 9357 Blind Pass Road, Suite 504, St. Pete Beach, FL 33706.

ARTICLE II

DURATION: This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 100 shares of common stock, with a par value of \$1.00 per share. The total number of authorized shares shall have an aggregate par value of \$100.00. Each share of authorized stock which is initially sold shall be fully paid for before the corporation begins transaction of business.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is Wayne G. Mac Dowell, 9357 Blind Pass Road, Suite 504, St. Pete Beach, FL 33706.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one (1) nor more than five (5) members as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If the state law so provides, then upon the unanimous written agreement of all of the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to the stockholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the contest requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The name(s) and address(es) of the first Board of Directors are:

Wayne G. Mac Dowell, 9357 Blind Pass Road, Suite 504, St. Pete Beach, FL 33706.

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of one (1) director. This director shall hold office until his successor is duly elected and qualified.

ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice President, Secretary and Treasurer and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereof, the following person(s) shall hold the below designated offices until their successors are elected and qualified:

PRESIDENT	Wayne G. Mac Dowell
VICE PRESIDENT	Ruth J. Mac Dowell
TREASURER	Wayne G. Mac Dowell
SECRETARY	Ruth J. Mac Dowell

ARTICLE VIII

INCORPORATOR: The name and address of the Incorporator of the corporation is Wayne G. Mac Dowell, 9357 Blind Pass Road, Suite 504, St. Pete Beach, FL 33706.

ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be increased by a three-fourths (3/4) vote of the stockholders at any regular and special meeting called for that purpose by the adoption of or amendment to these articles.

ARTICLE X

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

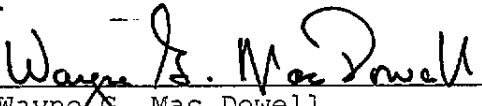
ARTICLE XI

BY-LAWS: The power to adopt, alter, amend or repeal the By-Laws should be vested in the Board of Directors.

ARTICLE XII

AMENDMENT: The power to amend these articles shall be held exclusively by the stockholders. An amendment hereto shall require a simple majority vote of all outstanding stock.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 21 day of September, 1999.


Wayne G. Mac Dowell
(Incorporator)

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Wayne G. Mac Dowell, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therein expressed.

DATED this 21st day of September, 1999.


NOTARY PUBLIC

My Commission Expires: 5/28/00



KEVIN J MORRIS
My Commission CC558054
Expires May. 28, 2000

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Wayne G. Mac Dowell
Wayne G. Mac Dowell
(Registered Agent)
Dated: 9-21-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA