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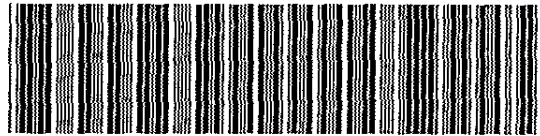
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Bodzin & Golub, P.C.

ATTORNEYS AT LAW

STEPHEN A. BODZIN
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SUITE 329
1156 15TH STREET, N.W.
WASHINGTON, D.C. 20005

Telephone: (202) 785-8887

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March 19, 2004

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: J. Curtis Williams Family Foundation, Inc.

Dear Sir or Madam:

We are enclosing one executed original of the Articles of Incorporation of the above-referenced non-profit corporation and one copy. Please file the Articles and send us a certified copy.

Also enclosed is a check in the amount of \$122.50 to cover the filing fee and the fee for a certified copy.

If you have any questions, please telephone the undersigned at (202) 785-8887. Thank you for your assistance.

Sincerely yours,


Stephen A. Bodzin

SAB/gw
enclosures
cc: Dr. J. Curtis Williams, Jr.

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ARTICLES OF INCORPORATION

OF

J. CURTIS WILLIAMS FAMILY FOUNDATION, INC.

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04 MAR 22 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, acting as incorporator of a corporation, pursuant to Chapter 617 of the Florida Statutes adopts the following Articles of Incorporation for the formation of a non-profit corporation:

ARTICLE I

The name of the Corporation is J. CURTIS WILLIAMS FAMILY FOUNDATION, INC. and the initial principal address and mailing address of the Corporation is 2414 Pretty Bayou Drive, Panama City, Florida 32405.

ARTICLE II

The period of duration is perpetual unless dissolved according to law.

ARTICLE III

The purposes of the Corporation, a not-for-profit charitable organization, are to provide financial assistance to several different types of organizations which are exempt from federal income tax under Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to award grants to financially needy individuals. Specifically, the Corporation's purpose shall be to facilitate access to, and provide healthcare to, needy persons. The Corporation is organized and operated exclusively for charitable purposes and no part of its net earnings shall inure to the benefit of any private shareholder or individual. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to

the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE V

The Corporation will have no members.

ARTICLE VI

The address, including street and number, of its initial registered office is 2414 Pretty Bayou Drive, Panama City, Florida 32405 and the name of its initial registered agent at such address is J. Curtis Williams, Jr.

ARTICLE VII

The Corporation shall have two classes of Directors, Class A Directors and Class B Directors.

The names and addresses, including street and number of the persons who are to serve as the Class A Directors until the first annual meeting or until their successor or successors shall be elected and qualified are:

J. Curtis Williams, Jr.
2414 Pretty Bayou Drive
Panama City, Florida 32405

Cathy D. Williams
2414 Pretty Bayou Drive
Panama City, Florida 32405

The names and address, including street and number of the persons who are to serve or the Class B Directors until the first annual meeting or until their successor or successors shall be elected and qualified are:

Shannon C. Lord
2414 Pretty Bayou Drive
Panama City, Florida 32405

A. Scott Williams
2414 Pretty Bayou Drive
Panama City, Florida 32405

The method of election of Directors shall be as stated in the By-Laws of the Corporation.

ARTICLE VIII

This Corporation is organized under a non-stock basis. The Corporation is not authorized to issue capital stock.

ARTICLE IX

The internal affairs of the Corporation shall be governed by the provisions contained in the Corporation's By-Laws. The Corporation shall be managed by the Corporation's president, who shall be responsible for the day-to-day operation of the Corporation. Upon dissolution of the Corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of a majority of the Class A Directors, provided, however, that such organization or organizations must be recognized as exempt from federal income taxation under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE X

The name and address, including street and number, of the incorporator is: J. Curtis Williams, Jr., 2414 Pretty Bayou Drive, Panama City, Florida 32405.

Incorporator:

Date: 3-15-04, 2004

J. Curtis Williams, Jr. [Seal]
J. Curtis Williams, Jr.

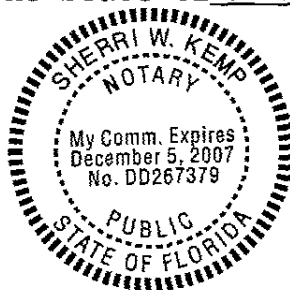
FILED
04 MAR 22 PM 3:41
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this 15 day of march, 2004, before me personally appeared J. CURTIS WILLIAMS, JR., who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

☒ To me personally known
Identified by Driver's License Number _____
Issued by the State of _____



Sherri W Kemp
Notary Public
Typed Name Sherri W Kemp
My Commission Expires: 12-5-07
Commission No.: DD 267379
State of Florida

ACKNOWLEDGMENT OF REGISTERED AGENT

J. CURTIS WILLIAMS, JR., having been named in the Articles of Incorporation to accept service of process for J. CURTIS WILLIAMS FAMILY FOUNDATION, INC., at the place designated herein, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida Corporation Act relevant to keeping open said office.

J. Curtis Williams Jr
J. CURTIS WILLIAMS, JR.