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ROY MILLER
CERTIFIED PUBLIC ACCOUNTANT
8834-14 Goodby's Executive Dr.
Jacksonville, Florida 32217
(904)731-4846

January 27, 2000

TRANSMITTAL LETTER

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

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--02/02/00--01039--003
****131.25 *****87.50

SUBJECT: Waugh Group, Inc.

FILED
00 FEB -2 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check payable to the Department of State in the amount of \$131.25 to cover the following:

1. Filing Fee
2. Certified Copy
3. Certificate

The certified copy of the Articles and the certificate should be mailed to Roy Miller, 8834-14 Goodby's Executive Dr., Jacksonville, Florida 32217. Thank you.

Sincerely,

Roy Miller

Roy Miller

RM/sdr
Enclosures

CB
2-2-00
6

ARTICLES OF INCORPORATION
OF
WAUGH GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name and Principal Place of Business

The name of the corporation is Waugh Group, Inc., and the principal place of business is 1710 Beach Ave., Atlantic Beach, 32233

ARTICLE II

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 10,000 shares of \$.00 par value common stock which shall be designated "Common Shares."

ARTICLE IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

ARTICLE X

Restrictions of Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer or encumbrance of the stock of the corporation as they may see fit.

ARTICLE XI

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XII

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to his reservation.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1710 Beach Ave., Atlantic Beach, FL 32233, and the name of the initial registered agent of this corporation at that address is Christopher Roy Waugh

ARTICLE VI

Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

ARTICLE VII

Initial Directors

The name and street address of the initial director of the corporation is:

Christopher Roy Waugh
1710 Beach Ave.
Atlantic Beach, FL 32233

ARTICLE VIII

Incorporators

The name and street address of the person signing these Articles is:

Christopher Roy Waugh
1710 Beach Ave.
Atlantic Beach, FL 32233

Signature (Incorporator): Christopher P. Waugh Date: 1-31-2000

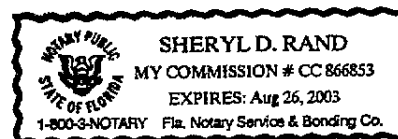
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 31st day of JANUARY, 2000.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by CHRISTOPHER P. WAUGH, who produced as identification _____ or who is personally known to me and who did / did not take an oath on this 31st day of JANUARY, 2000.

Notary Public at Large, State of Florida: Sheryl D. Rand

My commission expires: 8/26/03



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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:

Waugh Group, Inc.
1710 Beach Ave.
Atlantic Beach, FL 32233

2. The name and address of the registered agent and office is:

Christopher Roy Waugh
1710 Beach Ave.
Atlantic Beach, FL 32233

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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: _____

Christopher R. Waugh

Date: _____

1-30-2000