

P000000016433

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

Re: FirstWatch, Inc.
(name of corporation)

200003131982--3
-02/11/00--01009--004
*****78.75 *****78.75

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 78.75

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Stephen P. Knauss
(individual's name)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 10 AM 10:05

FILED

FirstWatch, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
3524 N. McIntosh		
Dover, FL 33527		
PHONE		
(813)	659-2107	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

FirstWatch, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FirstWatch, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Hundred shares (100,000) of one cent Dollar(s) (\$.01) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>FirstWatch, Inc.</u>		
ADDRESS	<u>3524 McIntosh Road</u>		
CITY	<u>Dover</u>	FLORIDA	ZIP <u>33527</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>Stephen D. Krause</u>		
ADDRESS	<u>3524 McIntosh Road</u>		
CITY	<u>Dover</u>	FLORIDA	ZIP <u>33527</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Stephen D. Krause</u>		
ADDRESS	<u>3524 McIntosh Road</u>		
CITY	<u>Dover</u>	STATE <u>FL</u>	ZIP <u>33527</u>
NAME	<u>Susan G. Krause</u>		
ADDRESS	<u>3524 McIntosh Road</u>		
CITY	<u>Dover</u>	STATE <u>FL</u>	ZIP <u>33527</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

FILED
00 FEB 10 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Stephen D. Krause		
ADDRESS	3524 McIntosh Road		
CITY	Dover	STATE	FL ZIP 33527
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of 2-8, 192000.

Stephen D. Krause (Seal)
Susan D. Krause (Seal)
 _____ (Seal)

STATE OF FLORIDA

COUNTY OF Hillsborough) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Stephen D. Krause and Susan P. Krause
Produce Fla. Driver Licenses

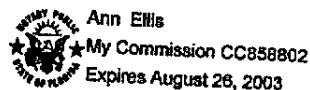
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 8th day of February, 192000

(Notary Seal)

Ann Ellis
 (Notary Public, State of Florida at Large) Ann Ellis

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

FirstWatch, Inc.

(name of corporation)

FILED
00 FEB 10 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 3524 N. McIntosh Road

Dover, FL 33527

has named Stephen D. Krause

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Stephen D. Krause
(registered agent)

2-7-00