

PROVIDER

FILINGS, INC. TERESA ROMAN
 (Requestor's Name)
2805 LITTLE DEAL ROAD
 (Address)
TALLAHASSEE, FLORIDA 32308 **385-6735**
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

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 *****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- William's Development, Inc
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)

RECEIVED
 00 MAY -8 PM 3:13
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

[Handwritten signatures and stamps]

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 00 MAY -9 PM 3:43

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 8, 2000

FILINGS INC.

TALLAHASSEE, FL

SUBJECT: WILLIAMS DEVELOPMENT, INC.
Ref. Number: W00000012055

We have received your document for WILLIAMS DEVELOPMENT, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 400A00025552

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY -9 PM 3:29

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**ARTICLES OF INCORPORATION
OF
WILLIAMS DEVELOPMENT, INC. - SOUTH FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is WILLIAMS DEVELOPMENT, INC. - SOUTH FLORIDA.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The nature of the business or purposes to be conducted or promoted for which this corporation is organized are:

A. To engage in any lawful act or activity for which Corporations may be organized under the Florida Business Corporation Act, including but not limited to Real Estate Development.

B. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

C. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This Article VI pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is c/o Thomas N. Silverman, P.A., 4400 PGA Boulevard, Suite 102, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at that address is Thomas N. Silverman, Esquire. The mailing address of the corporation shall be the same.

ARTICLE VIII - DIRECTORS

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws.

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and address of each person to serve as a Director until the first annual meeting of shareholders, or until her successors are elected and qualify, is:

| Name | Address |
|-------------------|------------------------------------------|
| Stefania Bettonte | 159 Sand Pine Drive Jupiter, FL 33477 |

ARTICLE IX - INCORPORATORS

The name and address of the incorporator is:

| Name | Address |
|-------------------|------------------------------------------|
| Stefania Bettonte | 159 Sand Pine Drive Jupiter, FL 33477 |

**ARTICLE X - COMMON DIRECTORS; TRANSACTIONS
BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a

meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XI - BY-LAWS

The By-laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 25TH day of APRIL, 2000.

Stefania Bettonte
STEFANIA BETTONTE

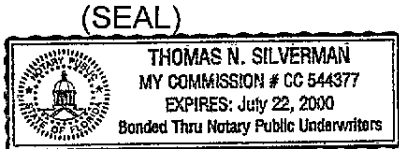
STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me by STEFANIA BETTONTE (Who is personally known to me).

25TH WITNESS my hand and official seal in the County and State last aforesaid this APRIL day of APRIL, 2000.

Thomas N. Silverman
Notary Public State of Florida, at Large

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


The following is submitted pursuant to 48.091(1) and 607.034, Florida Statutes:

WILLIAMS DEVELOPMENT, INC. - ~~SOUTH~~
~~FLORIDA~~, desiring to organize under the laws of the State of Florida, being in the County of Palm Beach at c/o Thomas N. Silverman, P.A., 4400 PGA Boulevard, Suite 102, Palm Beach Gardens, Florida 33410, has named Thomas N. Silverman, Esquire, located at that same address, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

Dated this 25th day of April, 2000.

By: 
Thomas N. Silverman, Esquire,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA