TRANSMITTAL LETTER - ARTICLES OF INCORPORATION PHONE P

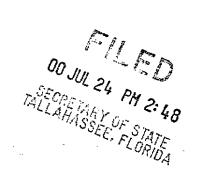
Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

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| SUBJECT: W. | T. Schmidt Group, Inc. | | | |
|--------------------|--|----------------------------|--|---|
| | (Proposed corporate na | ame – must include suffix) | | = <u>1 </u> |
| | | | | |
| Enclosed is an ori | ginal and one (1) copy of the a | rticles of incorporation | n and a check for | |
| | g out of the control of the cont | aution of medipolation | and a cheek for. | |
| S70.00 Filing Fee | \$78.75 Filing Fee & Certificate of Status | | \$87.50 Filing Fee, Certified Copy & Certificate of Status | |
| | | ADDITIONAL CO | PY REQUIRED | |
| FROM: | Melody Shampine Name (Printed | or typed) | | A TURBER |
| | c/o SWART BAUMRUK & COMPANY, LLP 717 East Oak Street | | | |
| | Address | | | |
| | Kissimmee, FL 34744 City, State & Zip | | | en 's |
| | (407) 847-7466 | | | a a sa |
| | Daytime Telepi | hone Number | | |

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION W.T. SCHMIDT GROUP, INC.



ARTICLE I. NAME

The name of this corporation shall be W.T. Schmidt Group, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. ADDRESS

The initial post office address of the principal place of business of this corporation is 717 East Oak Street, Kissimmee, FL 34744. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be changed from time to time by the bylaws. The name and address of the initial director, who will serve until the first annual meeting of shareholders of the corporation or until his successor is duly elected and qualified is:

NAME

ADDRESS

William E. Schmidt

145 Golden Bear, #2 Pawleys Island, SC 29585

ARTICLE VII. SUBSCRIBERS

The subscriber to these Articles of Incorporation is:

NAME

ADDRESS 1

Harry J. Swart, CPA

717 E. Oak Street Kissimmee, FL 34744

ARTICLE VIII. OFFICERS

The officers of this corporation shall be President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors.

ARTICLE IX. REGISTERED AGENT

The initial registered agent and registered agent's address for service of process for this corporation is:

NAME

ADDRESS

Harry J. Swart, CPA

717 E. Oak Street Kissimmee, FL 34744

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner set forth in the bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of July 2000.

Harry J. Swart, CPA

STATE OF FLORIDA COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above personally appeared Harry J. Swart, known to me personally and executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 19th day of July 2000.

Melody Shampine

May My Commission CC720849

Expires March 2, 2002

Melody Shampine

Notary Public, State of Florida

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned subscriber of W.T. Schmidt Group, Inc., designates the following individual as registered agent for this corporation:

Harry J. Swart, CPA 717 E. Oak Street Kissimmee, FL 34744

Harry J. Swart, CPA

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of W.T. Schmidt Group, Inc.

DATED this 19th day of July 2000.

Harry J. Swart, CPA