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FOSTER & LINDEMAN, P.A.

ATTORNEYS AT LAW

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Winter Park, Florida 32790
Telecopier Number
(407) 622-5938

* ALSO ADMITTED IN ILLINOIS AND CALIFORNIA

January 3, 2001

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

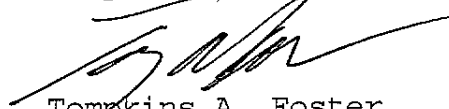
Re: W & T Investments, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file same and return your certificate with one copy of the Articles time stamped from your office.

Thank you for your time and cooperation in this matter.

Very truly yours,



Tompkins A. Foster
Attorney at Law

TAF/mda

FILED
01 JAN -4 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

W & T Investments, Inc.

FILED

01 JAN -4 PM 1:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

Article I.

NAME

The name of this corporation is W & T Investments, Inc.

Article II.

ADDRESS

The physical address of the principal office of the corporation is 1801 Lee Road, Suite 230, Winter Park, FL 32789, and the mailing address of the corporation is P.O. Box 3300, Winter Park, FL 32790.

Article III.

DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the Secretary of State.

Article IV.

NATURE

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes, it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

Article V.

CAPITAL STOCK

This corporation is authorized to issue 500 shares of authorized stock all of one class for a par value of \$1.00 per share, to be designated "common shares".

Article VI.

REGISTERED AGENT

The name and physical address of the initial registered agent and office of this corporation is Tompkins A. Foster, 1801 Lee Road, Suite 230, Winter Park, FL 32789.

Article VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of the corporation are:

Tompkins A. Foster	William M. Lindeman
P.O. Box 3300	P.O. Box 3300
Winter Park, FL 32790	Winter Park, FL 32790

Article VIII.

INCORPORATOR

The name and address of the person signing these Articles is Tompkins A. Foster, 1801 Lee Road, Suite 230, Winter Park, FL 32789.

Article IX.

BY-LAWS

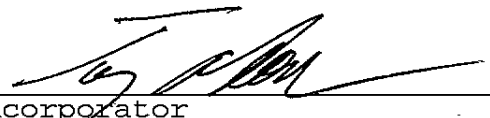
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

Article X.

AMENDMENTS

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

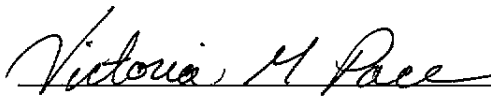
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 3 day of January, 2000.



Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was personally acknowledged before me this 3 day of January, 2000, by Tompkins A. Foster who is personally known to me and who did take an oath.

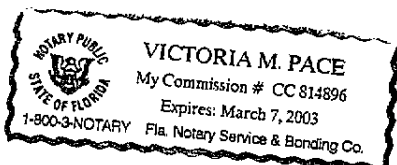


(Signature of person taking acknowledgment)

(Name typed, printed or stamped)

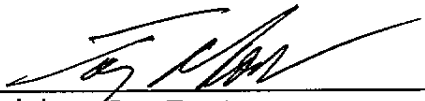
Notary Public

(serial number, if any)



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of W & T Investments, Inc., and agree to comply with the provisions of Florida Statutes.

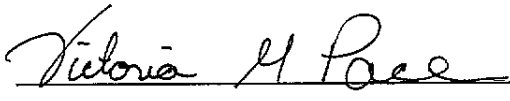


Tompkins A. Foster

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Tompkins A. Foster, to me known to be described as REGISTERED AGENT for W & T Investments, Inc., who executed the foregoing designation as REGISTERED AGENT, and acknowledged before me that he subscribed to such designation of REGISTERED AGENT.

WITNESS my hand and official seal in the County and State named above, this 3 day of January, 2000.

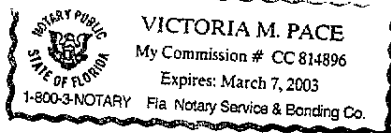


(Signature of person taking acknowledgment)

(Name typed, printed or stamped)

Notary Public _____
(serial number, if any)

MF14-20.WP
(12/09/94)



FILED
01 JAN -4 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA