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W. SCOTT PETERSON

PLEASE REPLY TO: ORLANDO

January 12, 2001

VIA CERTIFIED MAIL
RETURN RECEIPT NO.: 7099 3400 0008 0387 6536

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

200003556372--3
-01/22/01--01008--004
*****70.00 *****70.00

Re: S. Webb Investments, Inc.

Ladies and Gentlemen:

Enclosed for filing on behalf of the above-referenced corporation is one original Articles of Incorporation. Also enclosed is our firm's check in the amount of \$70.00 as payment of the \$35.00 filing fee and \$35.00 registered agent designation fee.

If you have any questions regarding the enclosed, please contact the undersigned.

RISSMAN, WEISBERG, BARRETT, HURT,
DONAHUE & McLAIN, P.A.

By:

Fontayne Willis

Fontayne Willis, ALS

Secretary to James D. Kisio

FILED
01 JAN 19 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-2001-100
W

ARTICLES OF INCORPORATION

OF

S. WEBB INVESTMENTS, INC.

FILED
01 JAN 19 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **S. Webb Investments, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal office address and the mailing address of this corporation shall be 5720 PGA Boulevard, #532, Orlando, Florida 32839.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "common shares."

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The registered agent of the corporation shall be Shaun M. Webb, and the registered office address of the corporation in the State of Florida shall be 5720 PGA Boulevard, #532, Orlando, Florida 32839.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Shaun M. Webb
5720 PGA Boulevard, #532
Orlando, Florida 32839

ARTICLE VIII - INCORPORATOR

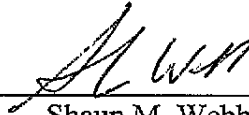
The name and address of the incorporator of this corporation are:

Shaun M. Webb
5720 PGA Boulevard, #532
Orlando, Florida 32839

ARTICLE IX - AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 10th day of January, 2001.



Shaun M. Webb

**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:

S. Webb Investments, Inc.
5720 PGA Boulevard, #532
Orlando, Florida 32839


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

Shaun M. Webb
5720 PGA Boulevard, #532
Orlando, Florida 32839

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01 JAN 19 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Date: January 10, 2001



Shaun M. Webb