

CT CORPORATION SYSTEM

CORPORATION(S) NAME

EFW of Florida, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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| <input checked="" type="checkbox"/> Profit <i>articles</i> | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
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Updater _____
Verifier _____
W.P. Verifier _____

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Order#: 3594293

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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T. SMITH FEB 15 2001

ARTICLES OF INCORPORATION

OF

EFW OF FLORIDA, INC.

The undersigned, for the purposes of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

I.

The name of the Corporation is EFW of Florida, Inc., and the mailing address of the initial principal office is 8100 Seminole Mall, St. Petersburg, Florida, 33776.

II.

The authorized capital stock of the Corporation shall consist of the following shares:

- (i) 100,000,000 shares of voting common stock, \$0.001 par value; and
- (ii) 20,000,000 shares of blank check preferred stock, \$0.001 par value, with the Board of Directors to determine the designation, preferences, qualifications, voting rights and powers, conversion rights, limitations and relative rights of one or more series of such preferred stock to be issued by the Corporation from time to time upon such terms as the Board of Directors may adopt and upon filing of an amendment to these Articles in accordance with Section 607.0602 of the Florida Business Corporation Act, or any successor statute authorizing the issuance of preferred stock.

III.

The street address of the initial registered office of the Corporation is 1200 S. Pine Island Road, Plantation, Florida, 33324, located in Broward County. The initial registered agent of the Corporation at such office is CT Corporation System.

IV.

The name of the incorporator of the Corporation is M. Timothy Elder, whose address is Suite 3100, Promenade II, 1230 Peachtree Street, N.E., Atlanta, Georgia, 30309.

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V.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director; provided, however, that to the extent required by applicable law, this Article shall not eliminate or limit the liability of a director (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in Section 607.0834 of the Florida Business Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit. If applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law, as amended. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

VI.

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, committees of the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this Article shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

VII.

Action required or permitted to be taken at a shareholder's meeting may be taken without a meeting if the action is taken by a majority of the shareholders entitled to vote on the action and is evidenced by one or more signed, written consents describing the actions so taken.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 8th day of February 2001.

M. T. [Signature]
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE-NAMED CORPORATION, I HEREBY AGREE TO ACT IN THAT CAPACITY, AND I FURTHER STATE THAT I AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS OF THAT POSITION.

CT CORPORATION SYSTEM

By: Dale W. Morris **DALE W. MORRIS
ASSISTANT VICE PRESIDENT**

Date: 02/13/01

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