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DAVID W. CARY

ACCOUNTANT & CONSULTANT
1325-C DEL PRADO BOULEVARD S.
CAPE CORAL FLORIDA 33990
TELEPHONE (941)-458-0777
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FILED
01 APR -9 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 4, 2001

Florida Department of State
Divisions of Corporations
P.O. Box: 6327
Tallahassee, Florida 32314

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

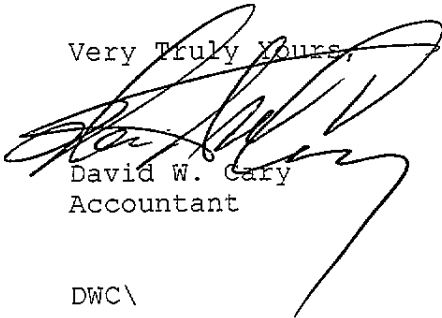
RE: David W Cary & Company Inc.

Gentlemen or Ladies:

Enclosed please find Check 1810 in the amount of \$ 78.75 to
Cover the filing fees of the above Corporation.

Should you have questions, please feel free to contact me
at the above number.

Very Truly Yours,


David W. Cary
Accountant

DWC\

4-12-01
WCC

ARTICLES OF INCORPORATION
OF
DAVID W CARY & COMPANY INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be David W Cary & Company Inc.

ARTICLE II

The general nature of the business, and the objects and purpose to be transacted and carried on, are to do any and all things herein mentioned as fully and to, viz., the corporation may engage in any activity of business permitted under the laws of business permitted under the laws of the United States and the State of Florida and shall possess all of the powers granted corporations under the provisions of Chapter 607, Florida Statutes.

ARTICLE III

3.1 Capital Stock. The total number of shares of capital stock which the Corporation has authority to issue is 100,000 consisting of 30,000 shares of Preferred Stock, par value \$0.50 per share ("Preferred Stock"), and 70,000 shares of Common Stock, par value \$1.00 per share ("Common Stock").

3.2 Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to create and provide for the issuance of shares of Preferred Stock in series and by filing a certificate pursuant to the applicable law of the State of Florida (hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (a) The designation of the series, which may be by distinguishing number, letter or title;
- (b) The number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares such series then outstanding);
- (c) Whether dividends, if any, shall be cumulative or noncumulative and the dividend rate of the series;
- (d) The dates at which dividends, if any, shall be payable;
- (e) The redemption rights and price of shares, if any, for shares of the series;
- (f) The terms and amount of any sinking fund provided for the purchase or redemption of shares of the series;
- (g) The amounts payable on, and the preferences, if any, of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;
- (h) Whether the shares of the series shall be convertible or exchangeable into shares of any other class or series, or any other security, of the Corporation or any other corporation, and if so, the specification of such other class or series or of such other security, the conversion price or prices of exchange rate or rates, any adjustments thereof, the date or dates at which such shares shall be convertible or exchangeable and all other terms and conditions upon which such conversion or exchange may be made.
- (i) Restrictions on the issuance of shares of the same series or of any other class or series;
- (j) The voting rights, if any, of the holders of shares of the series; and
- (k) Such other powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations, and restrictions thereof as the Board of Directors shall determine.

3.3 Common Stock. Except as otherwise provided by law, by this Certificate of Incorporation or any amendments hereto or in a Preferred Stock Designation, all of the voting power of the stockholders of the Corporation Preferred Stock shall not be entitled to receive notice of any meeting of stockholders at which they are not entitled to vote. Each holder of Common Stock shall have one vote for each share of Common Stock held by such holder of all matters voted upon by the stockholders. The following is a statement of the powers, preferences and participating, optional or other special rights, and the qualifications, limitations and restrictions of the Common Stock:

- (1) Dividends. Subject to the rights of the holders of Preferred Stock, and subject to any other provisions of this Certificate of Incorporation, holders of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock of any corporation or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally

available therefore and shall share equally on a per share basis in all such dividends and other distributions.

- (2) Voting Rights. (a) At every meeting of the stockholders of the Corporation every holder of Common Stock shall be entitled to one vote in person or by proxy for each share of Common Stock standing in his or her name in the transfer books of the Corporation in connection with the election of directors and all other matters submitted to a vote of stockholders.
- (b) At any meeting of stockholders, the presence in person or by proxy of the holders of shares entitled to cast a majority of all the votes which could be cast at such meeting by the holders of all of the outstanding shares of stock of the Corporation entitled to vote at such meeting shall constitute a quorum.
- (3) Liquidation or Dissolution. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment, or setting apart for payment, in full of the amounts required to be paid to the holders of Preferred Stock, if any, the remaining assets and funds of the Corporation shall be distributed prorata to the holders of Common Stock. For purposes of this paragraph (3), unless otherwise provided with respect to any series of Preferred Stock, the voluntary sale, conveyance, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the assets of the Corporation or a consolidation or merger of the Corporation with one or more such consolidation or merger) shall not be deemed to be a liquidation, dissolution or winding up, either voluntary or involuntary.

3.4 Record Holders. The Corporation shall be entitled to treat the person in whose name any share of its capital stock is registered on the stock transfer books of the Corporation as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

ARTICLE IV

The Amount of Capital with corporation shall commence with shall be \$ 2,500.00

ARTICLE V

This corporation shall commence upon compliance with the requirements of Florida Law, and its existence shall be perpetual.

ARTICLE VI

The names and post office addresses of the subscribers to the Certificate of Incorporation are:

NAME

ADDRESSES

David W Cary

1325-C Del Prado Blvd S.
Cape Coral , Florida 33990

The subscribers are over the age of eighteen years and are residents of the State of Florida.

ARTICLE VII

The name and street address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation or unit successors are elected or appointed pursuant to the By-Laws of this corporation, are as follows:

NAME

ADDRESSES

David W Cary

1325-C Del Prado Blvd S.
Cape Coral Florida 33990

Barbara J Cary

1325-C Del Prado Blvd S.
Cape Coral Florida 33990

ARTICLE VIII

The corporation shall be governed by a Board of not less than 1 nor more than 7 Directors, with exact number to be established by the By-Laws.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority of Stockholders entitled to vote thereon, unless all manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

In pursuance of Section 49.091, Florida Statutes, the following is submitted in compliance with said act: David W Cary & Company Inc. desiring to Organize under the Laws of the State of Florida, with its registered office at 1325-C Del Prado Blvd.S Cape Coral Florida as its agent to accept service of process within this State, his/her name is David W Cary . The principal place of business is 1325-C Del Prado Blvd. S. Cape Coral Florida 33990.

ARTICLE XI

No director or officer shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as director or officer, except with respect to:

- (1) A breach of the director's duty of loyalty at the corporation or its stockholders, derived and improper personal benefits.
- (2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- (3) Liability under Section 607.144 of the Florida General Corporation Law, or
- (4) A transaction from which the director or officer derived an improper personal Benefit. The corporation shall indemnify to the fullest extent permitted by Section 607.014 of the Florida General Corporation Act, as amended from time to time, each person that such Section grants the corporation the power to indemnify.

ARTICLE XII By-Laws

The by laws shall be adopted at the initial stockholders meeting of the Corporation and said by laws may be changed by majority if shares at any annual or shares at any annual or special meeting of the shareholders.

Executed by the undersigned this 4 day of April, 192001.

Karen D. Jakus
Witness

David W Cary
David W Cary

STATE OF FLORIDA)
LEE COUNTY)

Before me, the undersigned authority, personally appeared David W Cary to me well known to and known to me to be the person who first being duly sworn by me, deposes and acknowledged before me that he executed the foregoing Articles of Incorporation . DL# _____

SWORN AND TO SUBSCRIBE before me this 4 day of April, 192001

My commission expires:

Karen D. Jakus
Notary Public

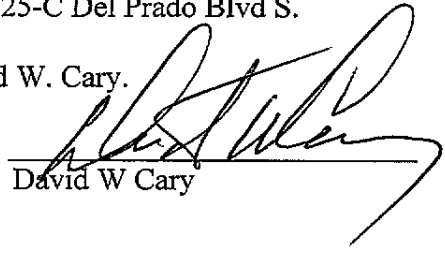


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TALLAHASSEE, FLORIDA

Acceptance by Registered Agent, the Undersigned being the person named as the
initial registered agent of David W Cary & Company Inc. hereby accepts such
designation and agrees to serve, his/her address is 1325-C Del Prado Blvd S.

Cape Coral Florida 33990 and his/her name is David W. Cary.

Dated this 4 day of April, 2001.


David W Cary