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LAW OFFICES
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FILED

01 MAY 17 AM 8:13

SECRET, U.S. STATE
TALLAHASSEE, FLORIDA

May 15, 2001

The Honorable Katherine Harris
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-05/17/01-01114-010
*****78.75 *****78.75

RE: Incorporation of Village Well Corporation

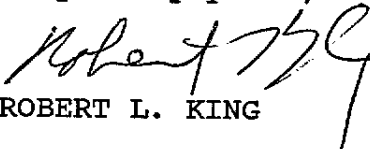
Dear Madam:

Enclosed are the original and one duplicate copy of the Articles of Incorporation of this proposed corporation. The duplicate copy has been executed and acknowledged by the Incorporator in the same manner as the original.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify it, and return same to my office in the enclosed envelope.

A check in the amount of \$78.75 is enclosed to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy of the Articles of Incorporation, and the \$35.00 for filing the designation of registered agent.

Very truly yours,


ROBERT L. KING

RLK/ml
Enclosures

c:\corp\heinrich.ltr

CRS-24

ARTICLES OF INCORPORATION
OF
VILLAGE WELL CORPORATION

FILED

01 MAY 17 AM 8:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation,
a natural person competent to contract, hereby subscribes to these
Articles of Incorporation to form a corporation under the laws of
the State of Florida.

ARTICLE I - NAME

The name of this corporation is VILLAGE WELL CORPORATION.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 600 shares of \$1.00
par value common stock.

ARTICLE V - REGISTERED AGENT

The street address of the initial registered office of this
corporation is 1057 SE 17 Street, #201, Fort Lauderdale, FL 33316,
and the name of the initial registered agent of this corporation at
that address is JAMES L. HEINRICH.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1057 SE 17 Street, #201
Fort Lauderdale, FL 33316

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

JAMES L. HEINRICH
1057 SE 17 St, #201
Fort Lauderdale, FL 33316

JOHN J. WHOOLEY
416 Arbor Circle
Celebration, FL 34747

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is

JAMES L. HEINRICH
1057 SE 17 Street, #201
Fort Lauderdale, FL 33316

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 on this 15 day of May, 2001.

James L. Heinrich
JAMES L. HEINRICH, Incorporator

STATE OF FLORIDA)
 :
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 15th day of May, 2001, by James L. Heinrich, (X) who is personally known to me or () who has produced _____ as identification.

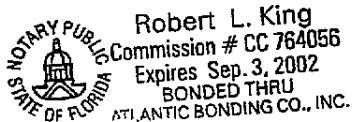
NOTARY PUBLIC:

Sign Robert L. King

Print Robert L. King

Notary Public, State of Florida
at Large

My commission expires:

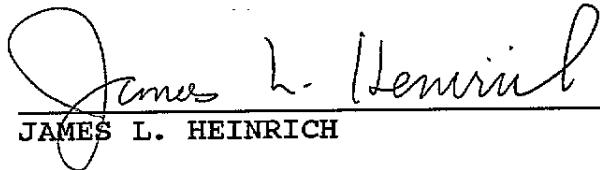


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

VILLAGE WELL CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city of Fort Lauderdale, state of Florida, has named JAMES L. HEINRICH, located at 1057 SE 17 Street, #201, Fort Lauderdale, FL 33316, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JAMES L. HEINRICH

Dated: May 15, 2001.

FILED
01 MAY 17 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA