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May 17, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

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-05/21/01--01039--014
*****70.00 *****70.00

Re: *Williams & Associates USA Inc.*

Gentlemen:

Enclosed for filing are an original and one copy of the Articles of Incorporation of **Williams & Associates USA Inc.** Also enclosed is our check in the sum of \$70.00, representing \$35.00 for the filing fee and \$35.00 for the registered agent fee.

Please return a conformed copy of the Articles of Incorporation to me.

Thank you for your cooperation. If you have any questions, please contact me.

Sincerely,

BLANCHARD, MERRIAM,
ADEL & KIRKLAND, P.A.

Lauren E Merriam III
Lauren E. Merriam, III

LEM/pde
Enclosures

cc: Williams & Associates USA Inc.

ARTICLES OF INCORPORATION
of
WILLIAMS & ASSOCIATES USA INC

FILED
01 MAY 21 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is WILLIAMS & ASSOCIATES USA INC.

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of the corporation is 2209 Keaton Chase Drive, Orange Park, Florida 32003 and the mailing address is 5000-18 Highway #17, #145, Orange Park, Florida 32003.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered office and agent of this corporation is:

(A) Registered Agent: **Julie A. LeFiles**

(B) Registered Office: 2209 Keaton Chase Drive
Orange Park, Florida 32003

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Julie A. LeFiles
2209 Keaton Chase Drive
Orange Park, Florida 32003

ARTICLE VIII
INCORPORATOR

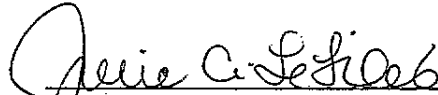
The name and address of the incorporator signing these Articles of Incorporation is:

Julie A. LeFiles
2209 Keaton Chase Drive
Orange Park, Florida 32003

ARTICLE IX
AMENDMENT OF ARTICLES


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

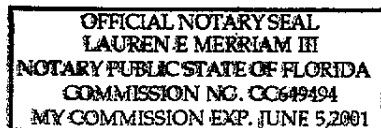
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 17th day of May, 2001.


Julie A. LeFiles

STATE OF FLORIDA)
COUNTY OF MARION)

The foregoing instrument was acknowledged before me this 17th day of May, 2001, by JULIE A. LEFILES, who has produced FLA Driver License as identification.


LAUREN E. MERRIAM, III
Notary Public, State of Florida
My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations of that position.

DATED this 17th day of May, 2001.


JULIE A. LEFILES
Registered Agent

FILED
01 MAY 21 AM 10:56
TALLAHASSEE, FLORIDA
SECRETARY OF STATE