

BUSH, BROOKS & AUGSPURGER PA
ATTORNEYS & COUNSELORS

BA P01000055673

May 29, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-05/30/01--01088--005
*****78.75 *****78.75

RE: Filing of Articles of Incorporation for CW Group, Inc.

To Whom It May Concern:

Enclosed are the Articles of Incorporation of CW Group, Inc. and Registered Agent designation for CW Group, Inc. Also enclosed is a check in the amount of \$78.75 to cover the filing fees for both the Articles of Incorporation as well as the Registered Agent designation and certified copies of each as well as a SASE for return of the certified copies.

Thank you for your cooperation and assistance in this matter. If you have any questions, please feel free to contact me.

Sincerely,

Matthew D. Morton

Matthew D. Morton, Esq.
BUSH BROOKS & AUGSPURGER, P.A.

Enclosures

FILED
01 MAY 30 AM 9:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

56 East Pine Street
Suite 300
Orlando, Florida 32801
407.422.5319
FAX: 407.849.1821

1301 Metropolitan Boulevard
Suite 300
Tallahassee, Florida 32308
850.386.7666
FAX: 850.386.1376

T. Burch JUN 6 2001

ARTICLES OF INCORPORATION

OF

CW GROUP, INC.

The undersigned incorporators, being persons competent to contract, subscribe to these Articles of Incorporation to form a for profit corporation under the laws of the State of Florida.

ARTICLE I

Name. The name and mailing address of this corporation is:

CW Group, Inc.
3361 Rouse Road, Suite 205
Orlando, Florida 32817

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TALLAHASSEE FLORIDA

ARTICLE II

Business and Activities. This corporation may and is authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property, or services actually performed as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall commence on date of execution and shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The address of the initial registered office of the corporation is 3361 Rouse Road, Suite 205, Orlando, FL 32817, and the name of the initial registered agent of the corporation at that address is Charles N. Watson.

ARTICLE VI

Number of Directors. This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting.

ARTICLE VII

Initial Board of Directors. The name and street address of the initial directors of this corporation are:

Charles N. Watson	3361 Rouse Road, Suite 205 Orlando, Florida 32817
Wayne P. Cowan	3361 Rouse Road, Suite 205 Orlando, Florida 32817

ARTICLE VIII

Incorporators. The name and street address of the incorporators signing these articles are:

Charles N. Watson	3361 Rouse Road, Suite 205 Orlando, Florida 32817
Wayne P. Cowan	3361 Rouse Road, Suite 205 Orlando, Florida 32817

ARTICLE IX

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time-to-time provided for in the by-laws of this corporation.

ARTICLE X

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any rights conferred by these Articles of Incorporation upon the shareholders are subject to this reservation.

ARTICLE XI

By-Laws. The power to adopt, alter, amend, or repeal By-Laws of this corporation shall be vested in the Board of Directors.

ARTICLE XII

Indemnification. This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by the law.

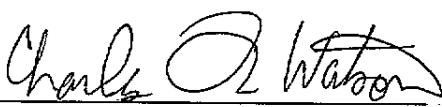
ARTICLE XIII

Right of First Refusal. No shareholder of this corporation shall have the right to sell or assign stock of this corporation without having first offered to sell such shares first to the corporation and then to other shareholders of the corporation at the same price and at the same terms and conditions pursuant to which the shareholder intends to sell their shares subject only to this right of first refusal in the corporation and the other shareholders.

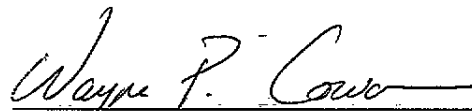
Each stock certificate issued representing shares of this corporation shall bear a restrictive legend as follows:

Transfer of this certificate and the shares represented hereby is subject to the right of first refusal of the corporation and the other shareholders contained in the Articles of Incorporation of the corporation to which the holder hereof assents.

IN WITNESS WHEREOF, the undersigned do set their hands and seals and have acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 29th day of May, 2001.



Charles N. Watson



Wayne P. Cowan

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS WITHIN THE STATE

Pursuant to Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

CW Group, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 3361 Rouse Road, Suite 205, Orlando, Florida 32817, has named Charles N. Watson, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designed in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY:

Charles N. Watson

Registered Agent

DATE:

May 29, 2001

01 MAY 30 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED