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TRANSMITTAL LETTER

To: New Filings Section
Florida Department of State
PO BOX 6327
Tallahassee, FL 32314

200004612372--3
-09/26/01--01067--022
*****78.75 *****78.75

From: David R. Woods

Date: September 24, 2001

Reference: WTG & Associates, Inc.
Articles of Incorporation

Message:

Please find the following enclosed:

- Articles of Incorporation (original and one copy), including acceptance by Resident Agent;
- Check number 3272 in the amount of \$78.75 for Filing Fees, Designation, and Certified Copy.

Thank you.

Enclosures

FILED
01 SEP 26 AM 0:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

WTG & Associates, Inc.

FILED

01 SEP 26 AM 8:53

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the law of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WTG & Associates, Inc.

The address of the principal office of this corporation shall be 218 Longview Avenue, Celebration, Florida 33747 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the development, leasing, purchasing, and sale of real property for its own account.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The name and street address respectively of the initial Registered Agent and Registered Office of the corporation shall be David R. Woods, 612 East Colonial Drive, Suite 190, Orlando, Florida 32803.


ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is
David R. Woods, 612 East Colonial Drive, Suite 190, Orlando, Florida 32803.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19th
day of September, 2001.

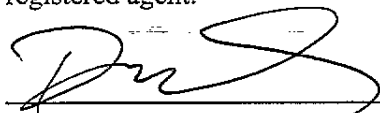

David R. Woods

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is **WTG & Associates, Inc.**
2. The name and address of the registered agent and office is: **David R. Woods, 612 East Colonial Drive, Suite 190, Orlando, Florida 32803.**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


David R. Woods

9/19/01
Date

01 SEP 26 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED