

PS/000118/34

Theobie Wells, Jr.

Wells, Wells & Associates
Post Office Box 1334, Sanford, Florida 32772
(407) 323-7169 - answering machine

FILED
01 DEC 13 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 15, 2001

Department of State
Division of Corporation
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

600004689506--D
-11/20/01--01061--004
*****78.75 *****78.75

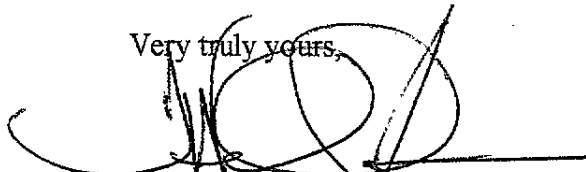
Re: Wells, Wells & Associates, INC.

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation and Certificate of Designation of Registered Agent and my check in the amount of \$70.00 which represents the filing fee in this matter.

As always, if you have any questions, please let me know.

Very truly yours,


Theobie Wells, Jr.
President

TWJR:vdh

Enclosures

WOT-26917
PS 11/27/01
PS 12/13/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 27, 2001

THEOBIE WELLS, JR.
P O BOX 1334
SANFORD, FL 32772

SUBJECT: WELLS, WELLS & ASSOCIATES
Ref. Number: W01000026917

We have received your document for WELLS, WELLS & ASSOCIATES and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6915.

Pamela Smith
Document Specialist
New Filings Section

Letter Number: 801A00062775

HOME (407) 323-7169
Cell (407) 694 6729

FILED

01 DEC 13 AM 10:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Wells, Wells & Associates, Inc.

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I NAME AND ADDRESS

The name of the corporation is Wells, Wells & Associates, Inc., the principal office of the Corporation and its mailing address is Post Office Box 1334, Sanford, Florida 32772.

ARTICLE II CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE III PURPOSE OR PURPOSES

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the foregoing and necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class and shall have a par value of (\$1.00) per share.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 611 Locust Avenue, Sanford, Florida 32771 and the name of this initial registered agent at such address is Theobie Wells, Jr.

ARTICLE VI
DIRECTORS

A. The number of directors constituting the initial Board of Directors of the corporation are two. The name and address of the persons who are to serve as members of the initial Board of Directors, each to hold office until the First annual meeting of the shareholder of this Corporation or until their successor's are elected or appointed and have qualified are:

Name	Address
Theobie Wells, Jr. President/Treasurer	Post Office Box 1334, Sanford, Florida 32771
Verlinda D. Wells Vice-President/Secretary	Post Office Box 1334, Sanford, Florida 32771

B. The number of directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the bylaws of this corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

E. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

F. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII
INCORPORATOR

The name and address of each incorporator is:

Theobie Wells, Jr.	Post Office Box 1334, Sanford, Florida 32771
--------------------	--

ARTICLE VIII
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 bylaws of this corporation.

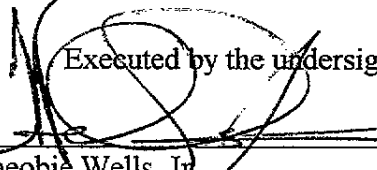
ARTICLE IX
AMENDMENT TO ARTICLES

These articles of incorporation may be amended in the manner provided by law. Every amendment which requires shareholder approval shall be approved by the Board of Directors, proposed by them to the shareholders as required by law, and approved at a shareholders' meeting by the holders of a majority of the stock issued, outstanding and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.


ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the Board of Directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

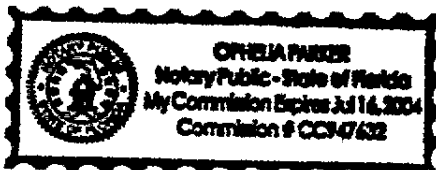
Executed by the undersigned that Sanford, Florida on November 15th, 2001.


Theobie Wells, Jr.
Incorporator

Sworn and Subscribed before me Theobie Wells, Jr. who are personally known to me or has produced N/A as ID.


NOTARY

My commission expires:



The Department of State, Tallahassee, Florida 32304

FILED

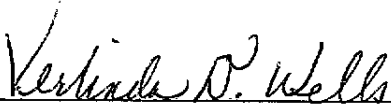
DEC 13 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 607.0505 of the Florida General Corporation Act, the following is submitted:

Wells, Wells & Associates, Inc., with its principle place of business at 611 Locust Avenue, Sanford, Florida 32771 has named Theobie Wells, Jr., located at 611 Locust Avenue, Sanford, Florida 32771 as its agent to accept services of process within Florida.

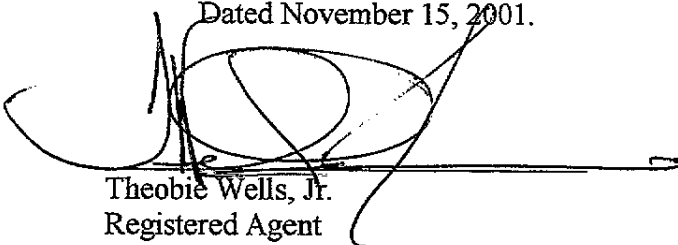
Dated November 15, 2001.



Secretary
Wells, Wells & Associates, Inc.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative and proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 of the Florida General Corporation Act.

Dated November 15, 2001.



Theobie Wells, Jr.
Registered Agent