

March 25, 2002

PD20000041096
FILED

Secretary of State,
Division of Corporations
P.O. Box 6327,
Tallahassee, FL 32314

02 APR -9 PM 2: 08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Incorporation Documents

Dear Madam:

Enclosed for filing are an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for:

P & W Managing Enterprises, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and the year.

Very truly yours,

Wanda Tilford
Wanda Tilford
7131 Okeechobee Rd.
Ft. Pierce, FL 34981

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**ARTICLES OF INCORPORATION
FOR
P & W Managing Enterprises, Inc.**

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The undersigned subscribes to these Articles of incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of the Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name of the Corporation:
P & W Managing Enterprises, Inc.

ARTICLE II. Term of Existence:
This corporation shall have perpetual existence.

ARTICLE III. Nature of Business:
This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV. Capital Stock:
This corporation is authorized to issue 500 Shares with \$1.00 par value.

ARTICLE V. Voting Rights:
Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights:
Every shareholder upon the sales for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at it is offered to others.

ARTICLE VII. Registered Office and Agent:
The Street address of the registered officer of this corporation is:

7131 Okeechobee Rd.
Ft. Pierce, FL 34981

The names of the registered agents of this corporation at that address are:
Wanda Tilford

ARTICLE VIII. Initial Board of Directors: The Corporation shall have 2 Directors initially. The number of Directors may be either increased or decreased from time to time by the by-laws but never be less than one. The names and addresses of the initial Directors of this corporation are:

Wanda Tilford - Director
7131 Okeechobee Rd.
Ft. Pierce, FL 34981

Pam Sbordone - Director
7131 Okeechobee Rd.
Ft. Pierce, FL 34981

ARTICLE IX. Officers:

The officer of the corporation will be:

Wanda Tilford - Director

Pam Sbordone - Director

ARTICLE X. Incorporator:

The person signing these Articles of Incorporation has the following name and address:

Wanda Tilford
7131 Okeechobee Rd.
Ft. Pierce, FL 34981

ARTICLE XI. By-Laws:

The Power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment:

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

ARTICLE XIII. Principle Place of Business:

The street address of the Principle place of business is:

7131 Okeechobee Rd.
Ft. Pierce, FL 34981

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this
27 Day of MARCH 2002.

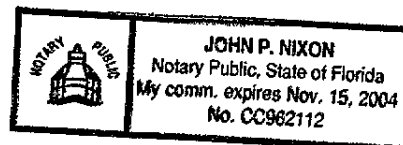
State of Florida

County of ST. LUCIE

Wanda Tilford / Director
Wanda Tilford / Director

The foregoing was acknowledged before me this 27 day of MARCH, 2002 by
, who is personally known to me OR who produced FC DL
as Identification.

John P. Nixon
Notary Public



CONSENT TO APPOINTMENT AS REGISTERED AGENT

**TO: Secretary of State of Florida Division of
Corporations Depart of State,
Tallahassee, FL 32304**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**I, Wanda Tilford , do hereby consent to serve as registered agent for the Corporation, P & W
Managing Enterprises, Inc.**


Wanda Tilford

**Address of registered agent:
7131 Okeechobee Rd.
Ft.Pierce, FL 34981**