

PAR... STA...
P O BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: OSCEOLA TRANSMISSION INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION
AND OUR CHECK FOR 78,75 >

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-05/28/02--01101--007
*****78.75 *****78.75

STEVEN WILLIAMS

NAME

125 W. KEEN ST.

ADDRESS

KISSIMMEE, FL 34741

CITY STATE, ZIP

407-933-4433

PHONE

02 MAY 28 AM 9:14
7-11-02
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MAY 29 2002

6

**ARTICLES OF INCORPORATION
OSCEOLA TRANSMISSION INC.**

14-11
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 28 AM 9:14

ARTICLE I. CORPORATE NAME

THE NAME OF THIS CORPORATION IS OSCEOLA TRANSMISSION INC

ARTICLE II. NATURE OF BUSINESS AND POWERS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY AND ALL BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS 200 SHARES OF COMMON STOCK HAVING A PAR VALUE OF .10 PER SHARE.

ARTICLE IV. TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

THE INITIAL OFFICE OF THIS CORPORATION SHALL BE:

125 W . KEEN ST
KISSIMMEE, FL 34741

THE REGISTERED AGENT FOR THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE:

STEVEN WILLIAMS
125 W KEEN ST
KISSIMMEE, FL 34741

THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY BYLAWS ADOPTED BY THE SHAREHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VII. INITIAL DIRECTORS

THE NAMES OF THE INITIAL DIRECTORS OF THIS CORPORATION AND THEIR STREET ADDRESSES ARE:

STEVEN WILLIAMS
125 W KEEN ST
KISSIMMEE FL 34741

ARTICLE VIII. INCORPORATOR

THE NAME OF AND STREET ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION AS THE INCORPORATOR IS:

STEVEN WILLIAMS
125 W KEEN ST
KISSIMMEE FL 34741

ARTICLE IX. AMENDMENT

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 STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY AT LEAST A MAJORITY OF THE STOCK ENTITLED TO VOTE UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT OF THESE ARTICLES OF INCORPORATION TO BE MADE.

ARTICLE X. BEGINNING CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN \$500.00.

ARTICLE XI. OFFICERS

THE OFFICERS OF THE CORPORATON AND THE NAMES OF SAID OFFICERS WHO ARE TO SERVE UNTIL THE FIRST MEETING OF THE BOARD OF DIRECTORS ARE:

PRESIDENT: STEVEN WILLIAMS

ARTICLE XII. IDEMNIFICATION

EACH DIRECTOR AND OFFICER, IN CONSIDERATION OF THEIR SERVICES, SHALL BE IDEMNIFIED, WHETER THEN IN OFFICE OR NOT, THE REASONABLE COSTS AND EXPENSES INCURRED BY THEM IN CONNECTION WITH THE DEFENSE OF OR FOR ADVISE CONCERNING ANY CLAIM ASSERTED OR PROCEEDING BROUGHT AGAINST THEM BY REASON OF THEIR BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION OR ANY SUBSIDIARY OF THE CORPORATION, WHETHER OR NOT WHOLLY OWNED, OR BY ANY REASON OF ANY ACT OR OMMISSION TO ACT AS SUCH DIRECTOR OR OFFICER PROVIDED THAT THEY SHALL NOT HAVE BEEN DERELICT IN THE PERFORMANCE OF THEIR DUTY AS TO THE MATTER OR MATTERS IN RESPECT OF WHICH SUCH CLAIM IS ASSERTED OR PROCEEDING BROUGHT. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY DIRECTOR OR DIRECTORS OR OFFICER OR OFFICERS MAY BE ENTITLED AS A MATTER OF LAW.

ARTICLE XIII, COMPENSATION

THE COMPENSATION OF THE OFFICERS OF THIS CORPORATION AS OFFICERS OR EMPLOYEES SHALL BE DETERMINED BY THE VOTE OF THE BOARD OF DIRECTORS EVEN THOUGH ANY OR ALL OF THE DIRECTORS ARE OFFICERS OR EMPLOYES OF THE CORPORATION. THE COMPENSATION OF THE DIRECTORS OF THIS CORPORATION SHALL BE ESTABLISHED BY THE VOTE OF THE STOCKHOLDERS.

IN WITNESS WHEREOF, THE UNDERSIGNED AS INCORPORATOR HAS EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION ON May 21, 2002

Steven Williams
INCORPORATOR

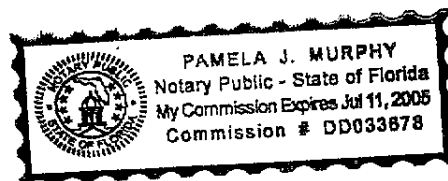
STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, A NOTARY PUBLIC, PERSONALLY

APPEARED STEVEN WILLIAMS, TO ME KNOWN TO BE THE PERSON DESCRIBED
AS THE INCORPORATOR AND WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT (HE) (SHE) SUBSCRIBED TO
THESE ARTICLES OF INCORPORATION ON May 21 2002

Pamela J. Murphy
NOTARY PUBLIC
STATE OF FLORIDA
MY COMMISSION EXPIRES:

4.



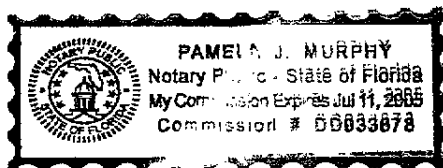
ACCEPTANCE

I, STEVEN WILLIAMS HEREBY ACCEPT THE DESIGNATION OF
RESIDENT AGENT FOR SERVICE OF PROCESS UPON OSCEOLA TRANSMISSION
INC.. WISHING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S
REGISTERED OFFICE AT 125 W KEEN ST. KISSIMMEE, FL 34741 AND AGREE TO ACT AS
REGISTERED AGENT FOR SAID CORPORATION AND TO COMPLY WITH THE PROVISIONS OF
FLORIDA LAW PERTAINING TO KEEPING OPEN SAID OFFICE AND UPON WHOM PROCESS
MAY BE SERVED.

Steven L Williams

SWORN BEFORE ME THIS May 21 ~~OF~~ 2002

Pamela J. Murphy
NOTARY PUBLIC
MY COMMISSION EXPIRES:



SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 28 AM 9:14