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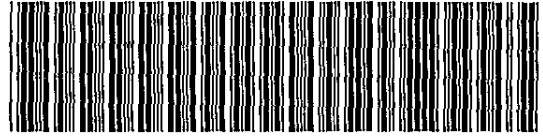
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03 JAN 14 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-26-03
1-26-03

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
Tallahassee, FL 32314

Date: December 12, 2002

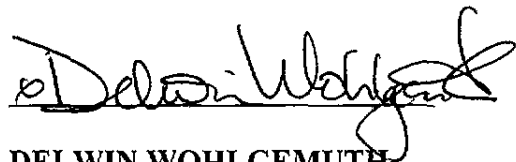
Dear Sir/Madam:

Please accept these 2 copies of the Articles of Incorporation. Please date/stamp one copy and return it to me.

Enclosed is \$70.00 payable to the FL. Department of State for the incorporation fees.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Delwin Wohlgemuth", written over a horizontal line.

DELWIN WOHLGEMUTH
President of Corporation

DELWIN WOHLGEMUTH
3772 ASCOT BEND COURT
BONITA SPRINGS, FL 34134

**ARTICLES OF INCORPORATION
for
DEWA & ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1. - NAME

The name of the Corporation is DEWA & ASSOCIATES, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under The laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3772 ASCOT BEND COURT, BONITA SPRINGS, FL 34134 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

DELWIN WOHLGEMUTH
3772 ASCOT BEND COURT
BONITA SPRINGS, FL 34134

ARTICLE 1 - OFFICERS

The officers of the Corporation shall be:

President:	<u>DELWIN WOHLGEMUTH</u>
Vice President:	<u>DELWIN WOHLGEMUTH</u>
Secretary:	<u>DELWIN WOHLGEMUTH</u>
Treasurer:	<u>DELWIN WOHLGEMUTH</u>

Whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

DELWIN WOHLGEMUTH

Whose address shall be the same as the principal office of the Corporation.

3772 ASCOT BEND COURT
BONITA SPRINGS, FL 34134

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, each share having the par value of ONE DOLLAR (\$1.00)

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holder of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board Of Director(s) December, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board Of Director(s) December deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation December authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) December deem advisable, subject to such restrictions or limitations, if any, as December be set forth in the Bylaws of the Corporations.

7.6 The Board of Director(s) of the Corporation December, by Restated Articles Of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other right, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation December be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal Office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as December be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is located at **3772 ASCOT BEND COURT, BONITA SPRINGS, FL 34134.** The name and address of the registered agent of this Corporation is **DELWIN WOHLGEMUTH, 3772 ASCOT BEND COURT, BONITA SPRINGS, FL 34134.**

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ARTICLE 13 - BYLAWS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

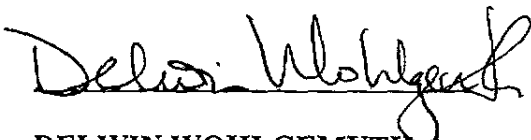
These Articles of Incorporation shall be effective immediately upon approval of The Secretary of State, State of Florida.

ARTICLE 11 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

I, **DELWIN WOHLGEMUTH** do hereby verify that these are copies of Articles of Incorporation filed with the Secretary of State of Florida and do hereby accept designation as Registered Agent for the Corporation **DEWA & ASSOCIATES, INC.,** and shall use the following address for all correspondence: Registered Agent **DELWIN WOHLGEMUTH, 3772 ASCOT BEND COURT, BONITA SPRINGS, FL 34134.**

Signed this 12th Day of December, 2002



DELWIN WOHLGEMUTH

REGISTERED AGENT/INCORPORATOR