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(Business Entity Name)

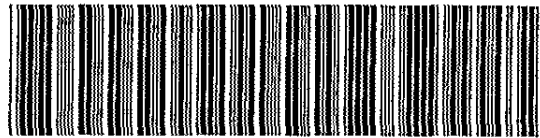
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MICHAEL K. SPOTTS LAW OFFICES, P.A.  
300 Colorado Avenue, Suite 204  
Stuart, Florida 34994  
(772) 781-7878 Telephone  
(772) 781-7838 Facsimile

January 13, 2004

Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: New Corporation Filing

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for STEVE WILLSON PROPERTIES and a check in the amount of \$78.75 representing the filing fee.

Upon receipt, please forward the dated stamped copy directly to our office via the self addressed stamped envelope provided for your convenience.

Should you have any questions or comments, please feel free to contact me.

I look forward to hearing from you. Awaiting your response, I remain,

Very truly yours,

  
Michael K. Spotts, Esquire

MKS/pll

Enclosures

ARTICLES OF INCORPORATION  
OF  
STEVE WILLSON PROPERTIES, INC.

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04 JAN 20 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporations Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this Corporation is STEVE WILLSON PROPERTIES, INC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The address of the Corporation's principal office (or mailing address) is 54 N. Dixie Highway, Stuart, Florida 34994

ARTICLE III - DURATION AND EFFECTIVE DATE

The duration of this Corporation is perpetual, unless dissolved according to the law.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activity of business permitted under the laws of the United States and Florida.

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 100 shares of a Class A Common stock at One Dollar (\$1.00) par value per share. Fully paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of the consideration received for such shares shall constitute capital surplus.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

#### ARTICLE VII – SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rate share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, shares of property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the prices at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

#### ARTICLE VIII – QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of Shareholders.

#### ARTICLE IX – INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office in Florida is 300 Colorado Avenue, Suite 204, Stuart, Florida 34994 and the name of its initial registered agent at that address is Michael K. Spotts.

#### ARTICLE X – BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

#### ARTICLE XI – INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Name

Street Address

Stephen Willson

P.O. Box 2992, Stuart, Florida 34995

## ARTICLE XII – COMMON DIRECTORS- TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorized, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof, which authorizes, approves, or ratifies such contracts or transactions.

## ARTICLE XIII – BY LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

## ARTICLE XIV – EMERGENCY BY-LAWS

The Board of Directors of the Corporation may adopt By-laws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency By-laws are the subject to amendment or repeal by the Shareholders as well as the directors.

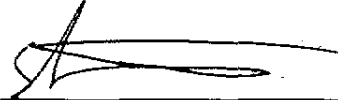
## ARTICLE XV – SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting, and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable condition by way of security upon the issue of new certificates therefore.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.



Name of Incorporator

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