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STATE
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LWC Holdings, Inc.

Signature _____

Requested by: _____

Name

Date

Time

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☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

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____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

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____ Certificate of Good Standing _____

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____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

LWC HOLDINGS, INC.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Larry W. Cooper	35 Hill Avenue Fort Walton Beach, Florida 32548-3858

ARTICLE VII
INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
Larry W. Cooper	35 Hill Avenue Fort Walton Beach, Florida 32548-3858

ARTICLE VIII
INITIAL STOCK ISSUANCE

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Larry W. Cooper	37,455	\$37,455	(74.91%)
Thomas Ferguson, Jr.	6,500	\$ 6,500	(13.00%)
Dale M. Gates	1,000	\$ 1,000	(02.00%)
Cortez Proctor	1,000	\$ 1,000	(02.00%)
Thomas K. Ferguson	2,000	\$ 2,000	(04.00%)
Anita L. Landice	500	\$ 500	(01.00%)
Tami Manard	50	\$ 50	(00.10%)
Erasmio V. Urena	15	\$ 15	(00.03%)
David Stake	5	\$ 5	(00.01%)
Michael O. Owens	160	\$ 160	(00.32%)
Thomas W. Clark	100	\$ 100	(00.20%)

ARTICLE IX
EFFECTIVE DATE

These Articles of Incorporation for LWC Holdings, Inc., shall be effective the 30th day of March, 2004.

ARTICLE X
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII
INFORMAL ACTION OF DIRECTORS

If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

ARTICLE XIII
AMENDMENT OF ARTICLES

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

ARTICLE XIV
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XV
MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the directors of this corporation.

ARTICLE XVI
DIRECTOR QUORUM AND VOTING

One hundred percent (100%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of one hundred percent (100%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of one hundred percent (100%) of the directors present and voting, shall be the act of the board of directors.

ARTICLE XVII
DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XVIII
MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special meetings of the board of directors by means of conference telephone as provided by law, but regular meetings of the board of directors must be attended in fact in person by each director.

ARTICLE XIX
BYLAWS

The corporation shall be governed by bylaws adopted by the shareholders.

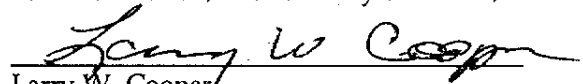
ARTICLE XX
AMENDMENT OF BYLAWS

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

ARTICLE XXI
SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge I am filing the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of March, 2004.


Larry W. Cooper
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared the above named person, Larry W. Cooper, who is personally known to me to be the person named as subscribers in and to these Articles of Incorporation and who, after taking an oath, executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal, this 29th day of March, 2004.

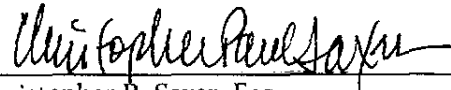


Christopher P. Saxer
My Commission DD185060
Expires February 18, 2007


NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation and appointment as initial registered agent for this corporation.



Christopher P. Saxer, Esq.
126 NE Eglin Parkway
Fort Walton Beach, Florida 32548
Tel: 850-664-2705, ext. 211
Fax: 850-664-7933

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