

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

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Mailor No.: _____ Express Mail No. _____

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has

MAD 7 1995

BS6

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *AAK* _____

WALK-IN Will Pick Up *3-7-1200*

RE: *The DLW Group Inc*

	C.C. FEE.	DISBURSED
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S-		
_____ Fictitious Name File		
_____ Name Reservation		
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone () _____		
_____ Top Priority		
_____ Express Mail Prop.		
_____ FAX () _____ pgs.		
SUBTOTALS _____		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

FILED
 09 MAR -7 AM 11:20
 SECRETARY OF STATE
 TALLAHASSEE, FL 32301

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

THE DHW GROUP, INC.

FILED
95 MAR -7 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **THE DHW GROUP, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1700 El Jobean Rd., Port Charlotte, FL 33948.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is three thousand (3,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Richard S. McIvor, 1505 N. Florida Ave., Tampa, FL 33602.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is:

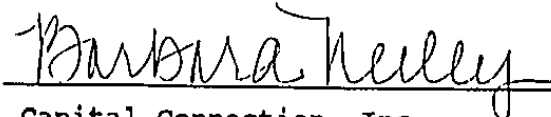
C/D Kenneth W. Doherty

P/D James W. Herston

EVP/D James C. Widman

1700 Ed Jobean Rd., Port Charlotte, FL 33948

The undersigned has executed these Articles of Incorporation this 7th day of March, 1995.



Capital Connection, Inc.

Barbara Neeley - President
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

95 MAR -7 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: THE DHW GROUP, INC.

2. The name and street address of the registered agent and office is: RICHARD S. MCIVER

1505 N. FLORIDA AVE.

TAMPA, FL 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

