

P95000026246

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

To us via _____ Return via _____

Matlor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

11:00 AM
 4/3/95
 11:00 AM
 4/3/95

EFFECTIVE DATE

3-31-95

JP 4/3/95

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------|-------|-----------|--------------|
| DATE | _____ | _____ | _____ |
| TIME | _____ | _____ | CK No. _____ |
| BY | JP | _____ | _____ |

WALK-IN 4-3 3:00
 Will Pick Up

RE: Williams Investment Properties, Inc.

| | C.C. FEE. | DISBURSED |
|-----------------------------|-----------|-----------|
| Capital Express™ | | |
| ✓ Art. of Inc. File | | |
| Corp. Record Search | | |
| Ltd. Partnership File | | |
| Foreign Corp. File | | |
| ✓ () Cert. Copy(s) | | |
| 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..... | \$ |

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

FILED
95 APR -3 PM 2:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

WILLIAMS INVESTMENT PROPERTIES, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I.

NAME

The name of this corporation shall be:

WILLIAMS INVESTMENT PROPERTIES, INC.

ARTICLE II.

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business authorized and permitted under the laws of the United States of America and of the State of Florida.

EFFECTIVE DATE
3-31-95

ARTICLE III.

CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is seven thousand five hundred (7,500) shares of par value of one dollar (\$1.00) per share, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV.

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business is five hundred dollars (\$500).

ARTICLE V.

PRINCIPLE PLACE OF BUSINESS

The principal place of business of said corporation shall be at 201 South Florida Avenue, Lakeland, Florida (Mailing Address: P.O. Box 2252, Lakeland, FL 33806) with the privilege of having branch offices at any other place within or without of the State of Florida.

ARTICLE VI.

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII.

NUMBER OF DIRECTORS

This corporation shall have one (1) director.

ARTICLE VIII.

DIRECTORS

The name and street address of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are chosen, shall be:

Lola T. Williams

201 South Florida Avenue
Lakeland, FL 33801

ARTICLE IX.

SUBSCRIBERS

The names and addresses of each subscriber are as follows:

Lola T. Williams

201 South Florida Avenue
Lakeland, FL 33801

ARTICLE X.

REGISTERED OFFICE; REGISTERED AGENT

The initial street address of the corporation's principal office and registered office is 201 South Florida Avenue, Lakeland, Florida 33801 (Mailing Address: P.O. Box 2252, Lakeland, FL 33806), and the name of its initial registered agent at such address is Lola T. Williams.

ARTICLE XI.

DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least one-half (1/2) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XII.

DATE OF CORPORATE EXISTENCE

The date of corporate existence shall be the date of subscription and acknowledgement, as appears on these Articles of Incorporation.

ARTICLE XIII.

AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon the stockholders hereunder are granted subject to this reservation.

ARTICLE XIV.

No contract or other transaction between the corporation and any other corporation, association, person or firms, in the absence of fraud, shall be affected, invalidated, voided or voidable because one or more of the directors or officers or stockholders of the corporation is or are interested in such contract or transaction as a director or officer or stockholder of the other corporation, or association or otherwise individually or jointly a party to any such contract or transaction with this corporation, or in which this corporation is interested; and no director or officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A director of the corporation may vote upon any such contract or other transaction between the corporation and any officer, director or stockholder thereof or any corporation, association, person or firm in which such officers, directors or stockholders are interested, including the director creating such vote.

IN WITNESS WHEREOF, I, LOLA T. WILLIAMS, the undersigned
incorporator of this corporation have executed these Articles of
Incorporation at Lakeland, Florida, on the 31st day of
March, 1995.



LOLA T. WILLIAMS

STATE OF FLORIDA

COUNTY OF Polk

I HEREBY CERTIFY that on this day, before me, an officer
authorized in the state and county named above to take
acknowledgements, personally appeared LOLA T. WILLIAMS, known to
be to be the person described as subscriber in and who executed
the foregoing Articles of Incorporation, and she acknowledged
before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state
last aforesaid, this 31st day of March, 1995.


NOTARY PUBLIC

My commission expires:

(AFFIX NOTARIAL SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT WILLIAMS INVESTMENT PROPERTIES, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THAT LAWS OF
THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
CITY OF LAKE LAND, STATE OF FLORIDA, HAS NAMED LOLA T. WILLIAMS
LOCATED AT 201 SOUTH FLORIDA AVENUE, LAKE LAND, FLORIDA 33801
(MAILING ADDRESS: P.O. BOX 2252, LAKE LAND, FL 33806), CITY OF
LAKE LAND, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE

Lola T. Williams

TITLE

Pres.

DATE

3/31/95