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MAY-19-1995 08:18 AM

TO

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8:46 AM

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 02-
TALLAHASSEE, FL 32399 RAY STORMONT
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WHITE WITCH DOCTOR, INC.
FAX AUDIT NUMBER: H96000005617 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/19/1995 TIME REQUESTED: 08:45:50
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
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05 MAY 19 AM 11:47

STATE
TALLAHASSEE, FLORIDA

Smc
5/19/95

22 MAY 1995

ARTICLES OF INCORPORATION
OF
WHITE WITCH DOCTOR, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be: **WHITE WITCH DOCTOR, INC.**

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the filing date of these Articles with the Department of State.

ARTICLE III - PURPOSE/NATURE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1000 shares of \$1.00 per value common stock at any one time, to be referred to as "Class A Voting Stock", even though there is only one class of stock at this time.

ARTICLE V - PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is in Pinellas Park, Pinellas County, Florida, at and with the mailing address being: 9085 U.S. 19 North, Pinellas Park, Florida 34666.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 9085 U.S. 19 North, Pinellas Park, Florida 34666, and the name of the initial Registered Agent of this Corporation at that address is: **DENNIS ALEXANDER.**

ARTICLE VIII - EFFECTIVE DATE OF INCORPORATION

The effective date of the incorporation of this Corporation shall be the date of

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MAY 19 1990
TALLAHASSEE, FLORIDA

filing with the Department of State, as indicated by the Division of Corporations on the initial Certificate of Incorporation.

ARTICLE IX - INTERNAL REVENUE ELECTIONS

It is the intent of the Incorporator that the Corporation will qualify under "Section 1244" of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an "S Corp. . ion". This shall become effective upon application to the Internal Revenue Service on Form SS-4 and the application for a Federal Identification Number, at such time as deemed appropriate by the shareholder(s).

ARTICLE X - INITIAL BOARD OF DIRECTORS

This Corporation shall initially have ONE (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws, however, there shall never be less than ONE (1) Director nor more than SEVEN (7). The name and address of the initial Board of Directors of the Corporation is:

DENNIS ALEXANDER, Chairman
9085 U.S. 19 North, Pinellas Park, Florida 34666

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

DENNIS ALEXANDER, Incorporator
9085 U.S. 19 North, Pinellas Park, Florida 34666

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17th day of May, 1995.


DENNIS ALEXANDER, Incorporator

MAY-19-1995 08:11 FROM EMPIRE

TO

19049224000 P.14

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION
WHITE WITCH DOCTOR, INC.

95 MAY 19 AM 11:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DENNIS ALEXANDER, a Florida resident, having a business office identical with the registered office of the Corporation named above, and having been named as the Registered Agent to accept service of process for the above named Corporation, at the place designated in this foregoing Articles of Incorporation, and who is familiar with and accepts the duties and responsibilities as Registered Agent for said Corporation under Section 607.0505, Florida Statutes, this 17th day of May, 1995.


DENNIS ALEXANDER, Registered Agent

H9500005617

CAPITAL CONNECTION, INC.

417 Virginia St., Suite 1, Tallahassee, FL 32301 (904) 222-1227
 Mailing Address: Post Office Box 900, Tallahassee, FL 32301
 TOLL FREE No. 1-800-342-6466
 FAX (904) 222-1227

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED

95 NOV 22 AM 9:47

NOTICE OF RECEIPT

Amendment
11/22/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE <u>11/22</u>			
TIME _____			CK No. _____
BY _____			

WALK-IN
 Will Pick Up 9:30 *W*

of *White & White, Inc.*
 C.C. FEE _____ PAID

_____ 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 *808002012208--3*
 _____ Annual Report/Reinstatement *11/22/96--01020--019*
 _____ 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 Prep.
 _____ 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

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 95 NOV 22 AM 10:31
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WHITE WITCH DOCTOR, INC.
CHARTER NO. P95000039823(6)

FILED
96 NOV 22 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, The President, and Secretary of WHITE WITCH DOCTOR, INC., in accordance with the requirements of the General Corporation Law of the State of Florida, and in order to amend the Articles of Incorporation of said corporation, as provided by said Law,

DO HEREBY CERTIFY AS FOLLOWS:

A special meeting of the above corporation was held on November 21, 1996. Present was the president and secretary Dennis Alexander.

The meeting was called to order by its President for the purpose of amending the original Articles of Incorporation filed on May 19, 1995.

A Motion was made to amend the Articles of Incorporation for the purpose of increasing the number of outstanding shares from 1000 shares at \$1.00 par value to 20,000 shares at \$25.00 par value.

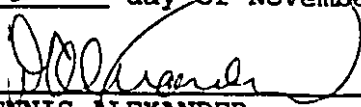
The designation of Common Stock shall now be:

20,000 Shares of Common Stock at \$25.00 par value

The purpose of said stock designation is to increase the number and value of the outstanding shares.

After a full disclosure, the Board of Directors and Shareholders voted unanimously for this amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, We, the undersigned, being the Directors
have hereunto our hands and seals for the purpose of amending the
Articles of Incorporation this 21ST day of November, 1996.


DENNIS ALEXANDER,
President, ~~Sole Director~~, Secretary

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day, personally
appeared, DENNIS ALEXANDER, known to me to be the person described
above and who executed the foregoing Amendment to the Articles of
Incorporation and acknowledged before me that he executed the same
freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State
named above, this 21ST day of November, 1996.



NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



PETER C. CLEMENT
My Comm Exp. 12-13-97
Bonded By Service Inc
No. 00378982

FDL A425-170-41-352-6