

Watson Investment Group
P96000007008

January 01, 1998

Florida Department of State,
Division of Corporations,
Post Office Box 0327
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
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Dear Sir/Madam

Enclose you will find the Articles of Incorporation for Watson Investment Group and a check covering all the fees due to file at the Secretary of State.

If you have any questions, feel free to call me at (407) 342-0455.

Sincerely,

Edward Watson

Edward Arthur Watson
President

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ARTICLES OF INCORPORATION

1. The name of the corporation is:
WATSON INVESTMENT GROUP, INCORPORATED
2. The Principal place of business and mailing address of the corporation is:
7026 Villa Estelle Drive, Orlando Florida 32819
3. The Purpose for which the corporation is organized, which shall include the transaction of any or all lawful business for which corporation may be incorporated under the provision of the Florida Stock Corporation Act.
4. The total number of shares of capital stock which the corporation has authority to issue is **10,000** divided in to **5,000** Share of Class A common stock with **\$10.00** par value and **5000** shares of Class B common stock with **\$10.00** par value.

The following is the description of each class of stock of the corporation with the preferences, conversion, and other rights, restrictions, voting powers, and qualification of each class:

a: Except as hereinafter provided with respect to voting power, the Class A common stock and Class B common stock of the corporation shall be identical in all respect.

b: With respect to voting powers, except as otherwise required by the laws of the State of Florida, the holders of Class A common stock shall possess all voting power for all purpose including by way of illustration and not of limitation, the election of directors, and holders of Class B common stock shall have no voting power whatsoever, and no holder of Class B common stock shall vote on or otherwise participate in any proceedings in which action shall be taken by the corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stock holders.

5. No holder of any of the share of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation propose to issue or any rights or option which the corporation propose to grant for the purpose of shares of any class of the corporation or for the purchase of any shares, bonds,

securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds securities, or obligations of the corporation, whether now or here after authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such person, firm, corporation, and associates, and for such lawful consideration, and on such terms, as the board of Directors in its discretion may determine, without first offering the same, as any hereof, to any said holder.

6. The registered agent of the corporation is **EDWARD ARTHUR WATSON** and the registered address is **7026 VILLA ESTELLE DRIVE, ORLANDO FLORIDA 32819.**

7. The initial board of directors have 1 member whose name and address is as follow: **EDWARD ARTHUR WATSON; 7026 VILLA ESTELLE DRIVE, ORLANDO FL 32819.**

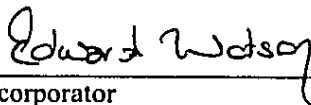
8. a: The corporation shall, to the fullest extent permitted by the provision of the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all expenses, liabilities, or other matter referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other right to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

b: The started capital of the corporation may be reduced by the Board of Directors, without the assent of the stock holders.

9. The incorporator of this corporation is **EDWARD ARTHUR WATSON** whose address is **7026 VILLA ESTELLE DRIVE, ORLANDO FL 32819**

10. The Provisions for the regulation of the internal affairs of the corporation shall be as set forth in the bylaws.

Dated: January 01, 1996


Incorporator

Watson Investment Group

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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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 am familiar with and accept the obligations of my position as registered agent.

Dated: January 01, 1996

Edward Watson
Registered Agent