

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-122-0917
904-122-0917 FAX

800-42-8086



99600021081

ACCOUNT NO. : 072100000032

REFERENCE : 869472 81701A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : March 5, 1996

ORDER TIME : 8:52 AM

ORDER NO. : 869472

CUSTOMER NO: 81701A

CUSTOMER: Mr. Steve J. Meredith
AAA AFFORDABLE SERVICES

5040 Blanding Boulevard
Jacksonville, FL 32210

000001734070
-03/06/96--01037--007
****122.50 ****122.50

DOMESTIC FILING

NAME: L & D, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Dawn Chance

EXAMINER'S INITIALS:

~~99600021081~~

RECEIVED
56 MAR -6 AM 9:28
DIVISION OF CORPORATION

RECEIVED
96 MAR -5 PM 2:21
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

T. BROWN MAR - 7 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 6, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: L & D, INC.
Ref. Number: W96000004988

We have received your document for L & D, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 696A00009989

ARTICLES OF INCORPORATION

OF

WILHELM CONSULTING, INC.

FILED
96 MAR -7 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is WILHELM CONSULTING, INC.

The Principal office address and the mailing address of said corporation is 469 Shanna Isle Court, Jacksonville, Florida 32225.

ARTICLE II

DURATION

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

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7500 shares of no par value stock which shall be designated as "Common Stock".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 469 Shanna Isle Court, Jacksonville, Florida and the name of the initial registered agent of this corporation at that address is LOUIS J. WILHELM, JR.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation is:

LOUIS J. WILHELM, JR.
469 Shanna Isle Court
Jacksonville, Florida 32225

DEBORAH K. WILHELM
469 Shanna Isle Court
Jacksonville, Florida 32225

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator signing these articles is: LOUIS J. WILHELM, JR., of 469 Shanna Isle Court, Jacksonville, Florida 32225.

ARTICLE IX

INDEMNIFICATION

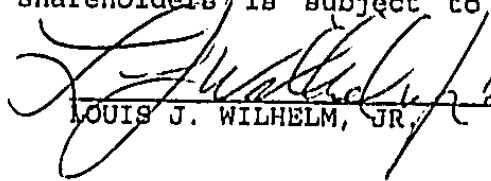
The Corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights 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.

ARTICLE X

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.

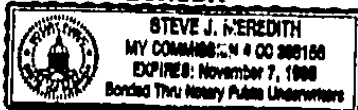
STATE OF FLORIDA
COUNTY OF DUVAL


LOUIS J. WILHELM, JR.

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 29th day of February, 1996.


NOTARY PUBLIC IN AND FOR THE
STATE OF FLORIDA



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


FILED
96 MAR -7 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that WILHELM CONSULTING, INC. desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at 469 Shanna Isle Court, Jacksonville, Florida has named as its agent to accept service or process within Florida. Dated this 29th day of February, 1996.


Director

SECOND, that having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Registered Agent