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WOLFE, YOUNG, O'BAKER & COMPANY
Accountants & Tax Consultants

101 Sunnytown Road
Casselberry, Florida 32707

Ph # (407) 339-9000
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April 10, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: WE, Inc.

To Whom it May Concern:

Enclosed please find \$70.00 check for Filing Fees (\$35.00), and Register Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

Wolfe, Young, O'Baker & Company

Clyde E. O'Baker

Clyde E. O'Baker

CEO/sbo
Enclosures

FILED
96 APR 15 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
4/18/96

**ARTICLES OF INCORPORATION
OF
WE, INC.**

FILED
96 APR 15 AM 11:07
CLERK OF DISTRICT COURT
STATE OF FLORIDA

Article I - Name

The name of the corporation is: WE, Inc.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

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

Article VI - Initial Registered Office and Agent

The street address and mailing address of the initial registered office of this corporation is: 274 Wilshire Boulevard, Suite 282, Casselberry, Florida 32707.

The name of the initial registered agent of this corporation at that address is:
Charles P. Wallis.

Article VII - Initial Board of Directors

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: Charles P. Wallis, 900 South Lake Sterling Court, Casselberry, Florida 32707, Hubert R. Earley, 201 South Orange Avenue, Suite 890, Orlando, Florida 32801 and Thorpe J. Earley, 201 South Orange Avenue, Suite 890, Orlando, Florida 32801.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:
Charles P. Wallis, 274 Wilshire Boulevard, Suite 282, Casselberry, Florida 32707.

Article IX - Initial Officer

The names and addresses of initial officers shall be: Charles P. Wallis, 900 South Lake Sterling Court, Casselberry, Florida 32707 - President, Hubert R. Earley, 201 South Orange Avenue, Suite 890, Orlando, Florida 32801 - Vice President and Thorpe J. Earley, 201 South Orange Avenue, Suite 890, Orlando, Florida 32801 - Secretary/Treasurer.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the by-laws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 4th day of April A.D., 1996.



Charles P. Wallis - Incorporator

STATE OF FLORIDA

COUNTY OF Seminole

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Charles P. Wallis**, well-known to me, who deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.

Charles P. Wallis

Charles P. Wallis

Form of I.D. Florida Driver License

I.D. # N420-155-44-285-0

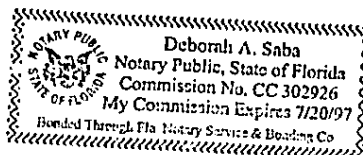
Expiration 8/5/98

SWORN and SUBSCRIBED to before me this 4th day of April,
A.D., 1996.

Deborah A. Saba

Notary Public, State of Florida
AT LARGE

My Commission Expires:
(N.P. Seal)




State of Florida
Department of State

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in compliance with Section 48.091,
Florida Statutes.


WE, Inc., a corporation organized under the laws of the State of Florida, with
its principal office at: 274 Wilshire Boulevard, Suite 282, Casselberry, Florida
32707, has named Charles P. Wallis, at that address, as its Agent to accept
service of process within this State.

WE, Inc.

BY: 
Charles P. Wallis
Incorporator

A C C E P T A N C E

Having been named to accept service of process for the above-stated
corporation, at the designated place 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 and complete performance of my duties.


Charles P. Wallis
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR 15 AM 11:07

FILED