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P9600002354

ACCOUNT NO. : 072100000032

REFERENCE : 928083 156334A

AUTHORIZATION :

Patricia Pizutti

COST LIMIT : \$ 131.25

ORDER DATE : April 23, 1996

ORDER TIME : 10:42 AM

ORDER NO. : 928083

CUSTOMER NO: 156334A

400001780784

CUSTOMER: Edward S. Williams, Cpa
MACKEY KRUMM VENTURES, INC.

Suite 805
1601 Forum Place
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: EDWARD S. WILLIAMS, INC., CPA

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

3/24/96
AD

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is EDWARD S. WILLIAMS, INC., CPA.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

6080 Terra Rosa Circle
Boynton Beach, FL 33437

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6080 Terra Rosa Circle, Boynton Beach, FL 33437. The name of the initial registered agent of this corporation at that address is Edward S. Williams.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have two (2) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Edward S. Williams
6080 Terra Rosa Circle
Boynton Beach, FL 33437

Sandra L. Williams
6080 Terra Rosa Circle
Boynton Beach, FL 33437

ARTICLE VII - INCORPORATOR

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

Edward S. Williams
6080 Terra Rosa Circle
Boynton Beach, FL 33437

ARTICLE VIII - PREEMPTIVE RIGHTS

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

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Directors, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, 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 23rd day of April, 1996.

By: Edward S. Williams
Edward S. Williams, Incorporator

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

In compliance with Section 607.05, Florida Statutes, the following is submitted:

First that EDWARD S. WILLIAMS, INC., CPA, desiring to organize or qualify under the laws of the State of Florida, has named Edward S. Williams, located at 6980 Terra Rosa Circle, Boynton Beach, FL 33437, as its agent to accept service of process within Florida.

Dated: April 23, 1996.

By:

Edward S. Williams
Edward S. Williams, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 23, 1996.

By:

Edward S. Williams
Edward S. Williams, Reg. Agent