



PAT GUERNSEY ACCOUNTING SERVICES, INC.

P96000062055

Pat Guernsey, CPA

P.O. Box 105549
Winter Springs, FL 32710-5549

PH. (407) 895-2687
FAX (407) 895-4771

July 9, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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07/16/96 01139 016
***122.50 ***122.50


Dear Madam/Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of appointment for:

SYLVIA WHEELER ENTERPRISES, INC.

Please forward all appropriate documents showing your filing date to the address above. A check in the amount of \$122.50 for filing fee and a corporate certificate are enclosed.

Sincerely,


Pat Guernsey
Certified Public Accountant

FILED
96 JUL 22 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 7-24-96

524 528
612 - Rmy
W96-14926



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 17, 1996

PAT GUERNSEY
P.O. BOX 195549
WINTER SPRINGS, FL 32719-5549

SUBJECT: SYLVIA WHEELER ENTERPRISES, INC.
Ref. Number: W96000014926

We have received your document for SYLVIA WHEELER ENTERPRISES, 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 registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please make correction in ARTICLE V.,

Please list the title(s) of each officer in your document.

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) 487-6052.

Neysa Culligan
Document Specialist

Letter Number: 296A00034630

Reply:

*Correction has been made
to Article V -*

Pat Guernsey

ARTICLES OF INCORPORATION
OF
SYLVIA WHEELER ENTERPRISES, INC.

FILED
96 JUL 22 PM 4:00
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this Corporation shall be:

SYLVIA WHEELER ENTERPRISES, INC.

The principal place of business of this corporation shall be:

1187 LAMESA AVENUE
WINTER SPRINGS, FL 32708

ARTICLE II: DURATION

The corporation shall exist perpetually.

ARTICLE III: NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV: AUTHORIZED SHARES

The corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of One Dollar (\$1.00) per share. The whole or any part of the authorized shares of the corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE V
ADDRESS

The street address and mailing address of the initial registered office of this Corporation shall be:

1187 LAMESA AVENUE
WINTER SPRINGS, FL 32708

The name of the initial registered agent of this Corporation at that address shall be:

SYLVIA WHEELER

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

SYLVIA WHEELER
1187 LAMESA AVENUE
WINTER SPRINGS, FL 32708

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

SYLVIA WHEELER
1187 LAMESA AVENUE
WINTER SPRINGS, FL 32708

ARTICLE IX
SPECIAL PROVISIONS

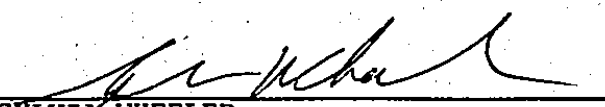
The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation for all directors for services the Corporation as directors, officers or otherwise.

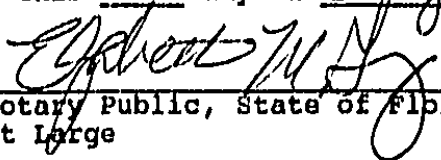
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at WINTER SPRINGS, Florida, for the uses and purposes aforesaid, this 10 day of July, 1996.


SYLVIA WHEELER
Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me personally appeared SYLVIA WHEELER to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Winter Springs, Florida, this 10 day of July, 1996.


Notary Public, State of Florida
at Large

My Commission Expires: _____

ID PRODUCED FLDL W460-792-65-971-0



DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

SYLVIA WHEELER ENTERPRISES, INC.

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, SYLVIA WHEELER ENTERPRISES, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at WINTER SPRINGS, Florida, has named SYLVIA WHEELER located thereat as its registered agent to accept service of process with this state.

DATED:

July 10-96

By:

Sylvia Wheeler
SYLVIA WHEELER
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of the Florida applicable thereto.

DATED:

July 10-96

By:

Sylvia Wheeler
SYLVIA WHEELER
Registered Agent

FILED
96 JUL 22 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA