

TRANSMITTAL LETTER

P96000069067

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314

200001929572
-08/15/96--01093--010
****122.50 ****122.50

SUBJECT: W. A. STEARNS, INC.

Enclosed is an original and one (1) copy of the Articles of
Incorporation and a check for \$ 122.50

FROM: WILLIAM A. STEARNS
23462 PATERA AVENUE
PORT CHARLOTTE, FL 33980

FILED
96 AUG 15 AM 9:51
TALLAHASSEE, FLORIDA

[Handwritten signature]

ARTICLES OF INCORPORATION

of

W. A. STEARNS, INC.

ARTICLE I - NAME

The name of the corporation is:
W. A. STEARNS, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence and shall commence upon the filing of these articles with the Department of State, Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue FIVE THOUSAND (5000) shares of common stock, with a par value of \$ 1.00 , per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRE-EMPTIVE RIGHTS

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

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation
115 RIO VILLA DRIVE PUNTA GORDA, FL 33950
and the name of the initial registered agent of this corporation at
that address is WILLIAM A. STEARNS
The principal place of business office address is
115 RIO VILLA DRIVE PUNTA GORDA, FL 33950

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) initially. The number of
directors may be either increased or diminished from time to time by the
By-Laws, but shall never be less than one (1). The name and address of
the initial director(s) of this corporation are as follows:

WILLIAM A. STEARNS 23462 PATERA AVENUE
PORT CHARLOTTE, FL 33980

ARTICLE IX - CAPITAL STOCK and CAPITAL TO BEGIN BUSINESS

The stock of this corporation shall be issued pursuant to a plan under
Section 1244 of the Internal Revenue Code of 1954, as amended. The
amount of capital stock which this corporation will begin business shall
not be less than five-hundred dollars (\$ 500.00).

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested
in the Board of Directors and the shareholders.

ARTICLE XI - INCORPORATION

The name of the person signing these Articles is:

WILLIAM A. STEARNS 23462 PATERA AVENUE
PORT CHARLOTTE, FL 33980

ARTICLE XII - IDEMNIFICATION

The corporation shall indemnify any officer or director or a former officer or director to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 has executed these Article of

Incorporation, this 13 day of August, 1996

William A. Stearns
WILLIAM A. STEARNS

23462 PATERA AVENUE
PORT CHARLOTTE, FL 33980
941-743-2801

FLORIDA DRIVERS LICENSE
IDENTIFICATION
S365-921-55-300-0
IDENTIFICATION NUMBER

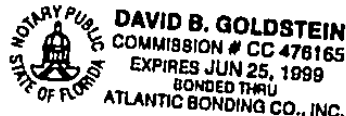
STATE OF FLORIDA)
) ss.
COUNTY OF CHARLOTTE)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared WILLIAM A. STEARNS known to me and known my me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged for me that he/she executed these Articles of Incorporation, and who did take an Oath.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal in the State and County aforesaid, this 13 day of August of 1996.

David B. Goldstein

NOTARY PUBLIC - DAVID B. GOLDSTEIN
Commission No. CC 476165
My Commission Expires: June 25, 1999



CERTIFICATION
DESIGNATES PLACE OF BUSINESS or DOMICILE
FOR THE SERVING OF PROCESS WITHIN THIS
STATE NAMING UPON WHOM PROCESS MAY BE SERVED

In pursuant of Florida Statutes, the following is submitted in compliance with said act.

FIRST: W. A. STEARNS, INC.


desiring to organize under the laws of the State of Florida with its initial principal registered office, as indicated in the Article of Incorporation at 23462 PATERA AVENUE

PORT CHARLOTTE, FL 33980

as its agent to ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



WILLIAM A. STEARNS
(Registered Agent)
23462 PATERA AVENUE
PORT CHARLOTTE, FL 33980

Telephone Number

941-743-2801