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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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Ormond Beach, Florida 32174
Telephone (904) 677-3431
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October 14, 1996

Florida Department of State
Division of Corporations
The Capitol
409 East Gaines Street 32399
Post Office Box 6327
Tallahassee, Florida 32314

800001982288--3
-10/22/96--01041--003
***122.50 ***122.50

Re: Articles of Incorporation
G.D.W., INC.

Dear Sir:

In connection with the above referenced matter, enclosed please find original and one copy of the Articles of Incorporation for the above corporation, together with Designation of Resident Agent form.

Please file the original of the said Articles and return the certified copy to me at your earliest convenience. I have enclosed our check in the amount of \$122.50 in payment of the filing fee and for the certified copy of said Articles.

If you have any questions or if additional information is needed, please contact me immediately.

Very truly yours,

Michele Werner Walker

Michele Werner Walker, Legal Assistant to
ROBERT KIT KOREY, ESQUIRE

:mww
Enclosures

503.672
W96-22516

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -5 AM 10:51

af 12/5/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -5 AM 10: 51

October 22, 1996

SIMPSON, KOREY, ET. AL.
ATTN: MICHELE WERNER WALKER
595 WEST GRANADA BOULEVARD #A
ORMOND BEACH, FL 32174

SUBJECT: G.D.W., INC.
Ref. Number: W96000022516

We have received your document for G.D.W., 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 entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 196A00048715

Simpson, Korey, McKinnon & Vukelja

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December 2, 1996

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

FILED STATE
SECRETARY OF CORPORATIONS
96 DEC -5 AM 10:51

Attention: Claretha Golden, Document Specialist

Dear Ms. Golden:

Re: Articles of Incorporation
G.W.D., Inc.

Pursuant to the instructions contained in your letter of October 22, 1996, I have amended the name of the corporation to be formed herein to G.W.D., Inc. I did check with your office and was advised that the above name is available. I am, therefore, enclosing the original and one copy of the Articles of Incorporation for the above corporation together with Designation of Resident Agent form.

Please file the original of the enclosed Articles and return a certified copy of same to me at your earliest convenience. I forwarded my check to you for \$122.50 with my letter of October 14, 1996.

If you have any questions or desire additional information, please contact me.

Very truly yours,


Robert Klt Korey

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enc.

ARTICLES OF INCORPORATION

of

G.W.D., INC.

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -5 AM 10:51**

The undersigned, being all of the subscribers to these Articles of Incorporation, are natural persons competent to contract, hereby undertaking to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: G.W.D., INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date that these Articles are formally accepted by the Office of the Secretary of State for the State of Florida.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business under the laws of the State of Florida or the United States.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of stock at \$1.00 par value common stock which shall be designated common shares.

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series in that which he already holds, shall have the right to purchase this prorata share (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 AGENT AND PRINCIPAL OFFICE OF CORPORATION

The name of the initial registered agent of this corporation is: Ross Adams. 739 South Atlantic Boulevard, Ormond Beach, Volusia County, Florida 32176, and the street address of the principal office of this corporation is: 739 South Atlantic Boulevard, Ormond Beach, Volusia County, Florida 32176.

ARTICLE VII. INCORPORATORS

The name and address of the person signing these Articles is: Ross Adams, 739 South Atlantic Blvd., Ormond Beach, FL 32176.

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall not have directors. The business of this corporation is to be managed by a majority of the shareholders entitled to vote, rather than by a Board of Directors.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any offer to the full extent of the law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of December, 1996.



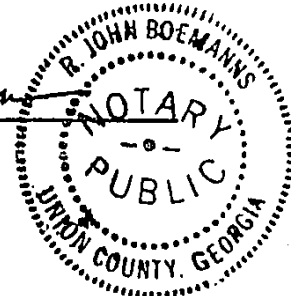
ROSS ADAMS

STATE OF GEORGIA
COUNTY OF

The foregoing instrument was acknowledged before me this 20th day of November, A.D., 1996, by ROSS ADAMS, who (is/~~are~~ personally known to me) (~~provided his/her/their driver's license(s)~~ as identification) and who (~~did~~) (did not) take an oath.



Notary Public
State of Georgia
My commission number:
My commission expires:



MY COMMISSION EXPIRES SEPT. 7, 2000.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC -5 AM 10:51

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, G.W.D., Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 739 South Atlantic Boulevard, Ormond Beach, Volusia County, Florida, 32176, as agent to accept service of process within this state.

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.



ROSS ADAMS