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E. C. (SCOTT) WRIGHT, P. A.

ATTORNEY AND COUNSELOR AT LAW

NATIONSBANK BUILDING

(407) 725-1997

FAX (407) 725-9314

SUITE 300

175 EAST NASA BOULEVARD

MELBOURNE, FLORIDA 32901

February 13, 1997

SECRETARY OF STATE
Division of Corporations
The Capital
Tallahassee, Florida 32301

200002089412--5

-02/17/97--01092--009

****122.50 ****122.50

Re: CWC PROPERTIES, INC.

Dear Sir or Madam:

I have enclosed for filing an Articles of Incorporation for the above-referenced corporation. After filing this document, please return to my office a certified copy of the Articles of Incorporation. I have also enclosed my check in the amount of \$122.50 for applicable fees.

Your attention to this matter is appreciated.

Very truly yours,

Scott Wright

SW/sv
Enclosures

FILED
97 FEB 17 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2/20/97

ARTICLES OF INCORPORATION
OF
CWC PROPERTIES, INC.

FILED
19 FEB 17 AM 11:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I. NAME

The name of this corporation is CWC PROPERTIES, INC..

ARTICLE II. DURATION

The period of duration of this corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 7,500 shares of capital stock with a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The mailing address and street address of the initial principal and registered office of this corporation is 175 E. Nasa Blvd., Ste. 300, Melbourne, Florida 32901. The name of the initial registered agent at such address is: Scott Wright.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of Directors may be either increased or diminished from time to time as provided by the Bylaws, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Hubert C. Childress, Jr.
175 E. Nasa Blvd., Ste. 300
Melbourne, FL 32901

Scott Wright
175 E. Nasa Blvd., Ste. 300
Melbourne, FL 32901

Stephen G. Charpentier
175 E. Nasa Blvd., Ste. 300
Melbourne, FL 32901

ARTICLE VII. INCORPORATOR

The names and addresses of the incorporators of this corporation are:

Hubert C. Childress, Jr.
175 E. Nasa Blvd., Ste. 300
Melbourne, FL 32901

Scott Wright
175 E. Nasa Blvd., Ste. 300
Melbourne, FL 32901

Stephen G. Charpentier
175 E. Nasa Blvd., Ste. 300
Melbourne, FL 32901

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. BYLAWS

The powers to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and shareholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Incorporation at Melbourne, Florida, on this 6th day of February, 1997.


HUBERT C. CHILDRESS, JR.


SCOTT WRIGHT

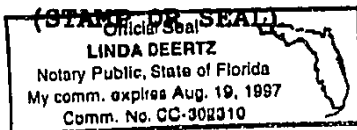

STEPHEN G. CHARPENTIER

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared HUBERT C. CHILDRESS, JR. who is personally known to me and who is known to me to be the person described in the foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed 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 Melbourne, Florida, on this 6th day of February, 1997.

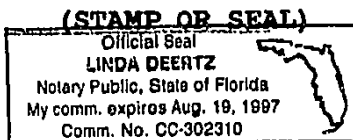


Linda Deertz
NOTARY PUBLIC
LINDA DEERTZ
NOTARY PRINT NAME

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared SCOTT WRIGHT who is personally known to me and who is known to me to be the person described in the foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that she made and subscribed 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 Melbourne, Florida, on this 6th day of February, 1997.



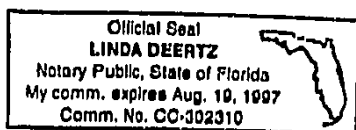
Linda Deertz
NOTARY PUBLIC
LINDA DEERTZ
NOTARY PRINT NAME

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared STEPHEN G. CHARPENTIER who is personally known to me and who is known to me to be the person described in the foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed 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 Melbourne, Florida, on this 6th day of February, 1997.

(STAMP OR SEAL)



Linda Deertz
NOTARY PUBLIC
LINDA DEERTZ
NOTARY PRINT NAME

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent of CWC PROPERTIES, INC. with the registered office at 175 E. Nasa Blvd., Ste. 300, Melbourne, Florida 32901, hereby consents to and accepts said designation.



SCOTT WRIGHT

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared SCOTT WRIGHT who is personally known to me or has produced (Personally Known) as identification, and who is well known to me to be the person described in and who executed the foregoing Acceptance of Registered Agent, and he did freely and voluntarily acknowledge before me according to law, that he made and subscribed 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 Melbourne, Florida, on this 6th day of February, 1997.

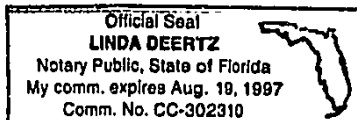
(STAMP OR SEAL)



NOTARY PUBLIC

LINDA DEERTZ

NOTARY PRINT NAME



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SECRETARY OF STATE
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