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J. CARTER MOORE, ESQ.
P. O. Box 608405
Orlando, FL 32860

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FAX 407/841-6746

March 13, 1997

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

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-03/17/97--01076--001
*****70.00 *****70.00

Re: C.W. Properties, Inc.

Dear Sir:

Enclosed you will please find the articles of incorporation to be filed with you to incorporate the above corporation. Also enclosed is my check in the amount of \$70.00 to cover the cost of filing. Please send the certificate to me at the above address.

Thank you for your assistance in this matter.

Yours truly,


J. Carter Moore

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 PM 1:20

03/24/97

ARTICLES OF INCORPORATION
OF
C.W. PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 PM 1:21

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be C.W. PROPERTIES, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) Shares of common stock. Each share shall have a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation shall be 120 E. Concord St., Orlando, FL 32801 and the name of the initial Registered Agent for the corporation is J. Carter Moore.

ARTICLE V

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish compliance.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII

LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his or her services, in the absence of fraud or wrongdoing shall be indemnified, whether then in office or not, for any and all reasonable costs or expenses incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII

SELF DEALING

No contract or other such transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors or officers of any other corporation, and directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from his contracting with the corporation for the benefit of himself/herself or any firm, association or corporation in which he or she may be in any way interested. Any of the directors of the corporation may vote upon any and all transaction(s) with the corporation without regard to the fact that he or she is also a director of such subsidiary or corporation.

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

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CORPORATIONS
97 MAR 17 PM 1:21

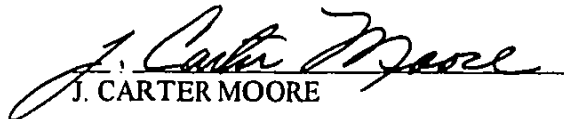
The following is submitted in compliance with the laws of the State of Florida.

C.W. PROPERTIES INC., a corporation organized under the laws of the State of Florida, with its principal office located at 309 6th St., Holly Hill, FL 32117-3611, has named J. CARTER MOORE whose address is 120 E. Concord St., Orlando, FL 32801, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT:


J. CARTER MOORE

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared J. Carter Moore to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal this 13th day of March, 1997.



PRINT NAME:

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

DONNA L. DRAVES
Notary Public, State of Florida
My Comm. Expires Feb. 28, 1998
No. CC 351135
Bonded thru Official Notary Service

TYPE OF IDENTIFICATION USED:

