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ACCOUNT NO. : 072100000032

REFERENCE : 346749 5017100

AUTHORIZATION :

COST LIMIT :

Patrice Pizick

ORDER DATE : April 28, 1997

ORDER TIME : 4:36 PM

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ORDER NO. : 346749-005

CUSTOMER NO: 5017100

CUSTOMER: Al R. Lopez, Jr., Esq
LOPEZ & KELLY, P.A.

Suite 500
4600 West Cypress Street
Tampa, FL 33607

DOMESTIC FILING

NAME: SCWL, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

TALLahassee, FLORIDA

APR 29 AM 9:41

STATE CORPORATION

APR 29 PM 6:15

ARTICLES OF INCORPORATION
OF
SCWL, INC.

FILED
97 APR 29 AM 9:41
TALLAHASSEE, FLORIDA

Article I
Name

The name of this Corporation is SCWL, INC.

Article II
Duration

The Corporation shall have perpetual existence.

Article III
Purpose and Principal Place of Business

Purpose. This Corporation is organized for the purposes of transacting nay or all lawful business.

Principal Place of Business. The initial street address of the principal place of business of the Corporation is 2463 Enterprise Road, Clearwater, Florida 34623.

Article IV
Capital Stock

The amount of capital stock authorized shall consist of 7,500 shares of the common voting stock having a par value of \$1.00 per share, payable in lawful money of the United States of America or in property, at a just valuation to be fixed by the Board of Directors of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

Article V
Preemptive Rights

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

Article VI
Registered Office and Agent

Section 1. The undersigned incorporator of this Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business located in the City of Tampa, State of Florida, has named AL R. LOPEZ, JR., ESQUIRE, as its agent to accept service of process within this State.

Section 2. 4600 W. CYPRESS STREET, SUITE 500, TAMPA, FLORIDA, 33607, is hereby designated by said incorporator as the Registered Office of the Corporation in the State of Florida, and AL R. LOPEZ, JR., ESQUIRE, is hereby named as the Registered Agent of the Corporation, whose business office is identical with the said Registered Office.

Article VII
Incorporators

The name and street address of the Incorporators are:

Pankaj Shah
2463 Enterprise Road
Clearwater, Florida 34623

Octavio Cabrera
2463 Enterprise Road
Clearwater, Florida 34623

William L. Whitley
2463 Enterprise Road
Clearwater, Florida 34623

Kathleen Lanzner
2463 Enterprise Road
Clearwater, Florida 34623

Article VIII
Board of Directors

Section 1. This Corporation initially shall have four directors. The number of directors may be increased or diminished from time to time by action in accordance with the Bylaws of the Corporation.

Section 2. The name and street address of the first member of the Board of Directors who, unless otherwise provided by the Bylaws, shall hold office for the first year of existence of the Corporation or until his successor is elected and qualified is:

Pankaj Shah
2463 Enterprise Road
Clearwater, Florida 34623

Octavio Cabrera
2463 Enterprise Road
Clearwater, Florida 34623

William L. Whitley
2463 Enterprise Road
Clearwater, Florida 34623

Kathleen Lanzner
2463 Enterprise Road
Clearwater, Florida 34623

All of the directors of the Corporation shall be at least eighteen (18) years of age.

Article IX
Restriction on Transfer of Stock

Shares of the capital stock of this Corporation shall be issued initially to the following person and in the amount set opposite his name:

Pankaj Shah	221 shares
Octavio Cabrera	179 shares
William L. Whitley	80 shares
Kathleen Lanzner	80 shares

Shares held by the initial Stockholder listed above may not be resold or otherwise transferred (other than to a revocable trust created by a Stockholder) or encumbered without the consent of other Stockholders and unless such shares are first offered to the remaining Stockholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified in, or as directed by, the Bylaws of this Corporation.

IN WITNESS WHEREOF, the above-named Incorporator has subscribed his name this 16th day of April, 1997.



PANKAJ SHAH



OCTAVIO CABRERA



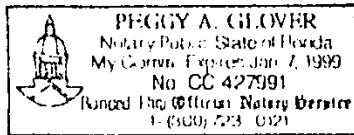
WILLIAM L. WHITLEY



KATHLEEN LANZNER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by PANKAJ SHAH, who is personally known to me, this 16th day of April, 1997.

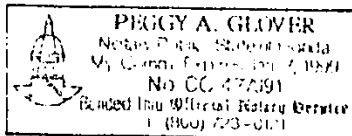


Peggy A. Glover

Printed Name: PEGGY A. GLOVER
NOTARY PUBLIC
State of Florida
Commission No. CC 427991
My Commission Expires: JAN. 7, 1999

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by OCTAVIO CABRERA, who is personally known to me, this 16th day of April, 1997.

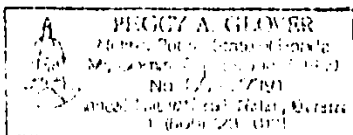


Peggy A. Glover

Printed Name: PEGGY A. GLOVER
NOTARY PUBLIC
State of Florida
Commission No. CC 427991
My Commission Expires: JAN. 7, 1999

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by WILLIAM L. WHITLEY, who is personally known to me, this 16th day of April, 1997.

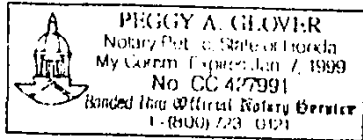


Peggy A. Glover

Printed Name: PEGGY A. GLOVER
NOTARY PUBLIC
State of Florida
Commission No. CC 427991
My Commission Expires: JAN. 7, 1999

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by KATHLEEN LANZNER, who is personally known to me, this 14th day of April, 1997.



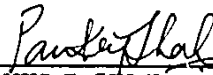
Peggy A. Glover

Printed Name: PEGGY A. GLOVER
NOTARY PUBLIC
State of Florida
Commission No. CC 427991
My Commission Expires: JAN. 7, 1999

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

IN COMPLIANCE WITH SECTION 48.091 AND SECTION 607.0501,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT PANKAJ SHAH, THAT OCTAVIO CABRERA, THAT WILLIAM L.
WHITLEY, AND THAT KATHLEEN LANZNER DESIRE TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF TAMPA, STATE OF FLORIDA, HAVE NAMED AL R.
LOPEZ, JR., ESQUIRE, LOCATED AT 4600 W. CYPRESS STREET, SUITE 500,
TAMPA, FLORIDA, 33607, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.



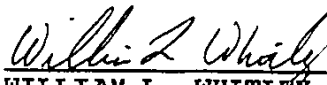
PANKAJ SHAH
INCORPORATOR

DATE: April 16, 1997




OCTAVIO CABRERA
INCORPORATOR

DATE: April 16, 1997



WILLIAM L. WHITLEY
INCORPORATOR

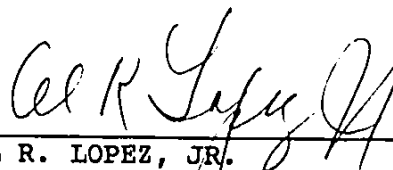
DATE: April 16, 1997



KATHLEEN LANZNER
INCORPORATOR

DATE: April 16, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
AND BEING FAMILIAR WITH THE OBLIGATIONS OF REGISTERED AGENT, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND ACCEPT THE OBLIGATION OF
THAT POSITION, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ALL
MATTERS.



AL R. LOPEZ, JR.
Registered Agent

DATE: April 21, 1997

TALLAHASSEE, FLORIDA

5/15/99 AM 9:41