

CWP Associates, Inc.

4885 Greenhill Street
Port St. John, FL 32927-3550
407-544-2741 fax 407-832-9792
cwportch@worldnet.att.net
cwportch@aol.com

P97000038841

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Enclosed you will find the following:

1. Original and one copy of Articles of Incorporation for CWP Associates, Inc.
2. My check in the amount of \$122.50.

Please file the Articles and send me a certified copy of the filed Articles.

Sincerely,



Charles W. Portch
President

FILED
97 APR 29 AM 10:27
TALLAHASSEE, FLORIDA

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P. O. BOX 6327 MAY 1 - 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1997

CHARLES W PORTCH PRESIDENT
4685 GREENHILL STREET
PORT ST JOHN, FL 32927-3550

SUBJECT: CWP ASSOCIATES, INC.
Ref. Number: W97000009131

FILED
97 APR 29 11:10:27
TALLAHASSEE, FLORIDA

We have received your document for CWP ASSOCIATES, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 897A00020243

ARTICLES OF INCORPORATION

OF

C W P ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

1. The name of the corporation is C W P Associates, Inc.
2. The term of existence of the corporation shall be perpetual.
3. The principal office and the mailing address of the Corporation is 4685 Greenhill Street, Port St. John, Florida 32927-3550.
4. The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any business, activity, contract or undertaking for which corporations may be incorporated under the Florida Business Corporation Act.
5. The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares, all of which shall be common shares with a par value of \$1.00 per share.

The holders of the shares of any class (other than shares which are limited as to dividend rate and liquidation preference) shall, upon the offering or sale for cash of shares of the same class, have the right, during a reasonable time and on reasonable terms fixed by the Board of Directors, to purchase such shares in proportion to their respective holding of shares of such class, unless the shares offered or sold are: (a) treasury shares, (b) issued as a share dividend, (c) issued or agreed to be issued for considerations other than money, or (d) released from preemptive rights by the affirmative vote of the holders of two-thirds of the shares entitled to such pre-emptive rights.

6. The street address of the initial registered office of the corporation in _____ County, Florida, and the name of its initial registered agent at such address are as follows: CHARLES WILLIAM PORTCH.

Name and street address

C W P Associates, Inc.
4685 Greenhill Street
Port St. John, Florida 32927-3550

7. The name and address of each incorporator of the corporation is as follows:

Name and street address

Charles W. Portch
4685 Greenhill Street
Port St. John, Florida 32927-3550

8. The corporation shall have a Board of Directors of two (2) directors initially. The number of directors shall be prescribed by the By-Laws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and street address

Charles W. Portch
4685 Greenhill Street
Port St. John, Florida 32927-3550

9. In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

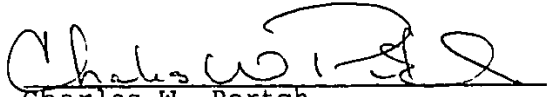
10. No contract or other transaction between the corporation and its director, or between the corporation and

any other corporation, firm, association or other entity, in which its director is a director or officer, or is financially interested, shall be either void or voidable for this reason alone or by reason alone that such director is present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his vote is counted for such purpose if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director; or if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

11. Meetings of shareholders may be held within or without the State of Florida, as the By-Laws may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation.

12. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed these Articles of Incorporation this 11th day of April, 1997.


Charles W. Portch
Incorporator and Registered
Agent

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me
this 11th day of April, 1997, by
CHARLES W. PORTCH, who is personally known to me ~~or~~
~~who has produced~~ as
identification and who did take an oath.

NOTARY PUBLIC:

Raymond L Byrd

State of Florida

My Commission expires:



RAYMOND L BYRD
My Commission CC297181
Expires Jun. 24, 1997
Bonded by HAI
800-422-1555

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

CWP Associates, Inc.


2. The name and address of the registered agent and office is:

Charles William Portch
4685 Greenhill Street
Port St. John, FL 32927-3550

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE



Charles William Portch

DATE:

4/27/97