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June 6, 1997

Division of Corporations
SECRETARY OF STATE
State of Florida
The Capitol
Tallahassee, FL 32304

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-06/09/97--01085--005

****122.50 ****122.50

Re: Wellserve, Inc.

Gentlemen,

Enclosed please find the Articles of Incorporation of Wellserve, Inc.. Please file said Articles and assign a Charter Number accordingly.

I am also enclosing herewith our check in the amount of \$122.50 to cover the filing fees, etc.

Thanking you for your continued assistance, I remain,

Sincerely,

Marcia L. Hall

Marcia L. Hall
Secretary to Paul D. Newell

JUN 10 4 BSB

TALLAHASSEE, FLORIDA
97 JUN -9 AM 8:05
FILE

encl.
File #10798

FILED

97 JUN -9 AM 8:05

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WELLSERVE, INC.

ARTICLE I. NAME

The name of this corporation shall be: WELLSERVE, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 5000 par value shares of common capital stock.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than two.

The names and addresses of each individual who shall serve as a member of the Initial Board of Directors are:

Barbara Walls Martin
6784 Spring Lake Village Road
Post Office Box 435
Keystone Heights, Florida 32656.

Robert John Martin
6784 Spring Lake Village Road
Post Office Box 435
Keystone Heights, Florida 32656

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE

The address of this corporation's principal office and its mailing address are:

6784 Spring Lake Village Road
Post Office Box 435
Keystone Heights, Florida 32656.

ARTICLE VIII. INITIAL REGISTERED AGENT

The name and Florida street address of this corporation's initial registered agent shall be:

Paul D. Newell
Suite 201 Newell Building
101 Lawrence Boulevard
Keystone Heights, Florida 32656.

ARTICLE IX. INCORPORATOR

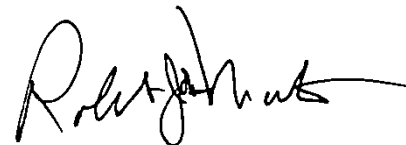
The name and address of the individuals who shall serve as this corporation's incorporators are: Barbara Walls Martin,
6784 Spring Lake Village Road, Post Office Box 435, Keystone

Heights, Florida 32656 and Robert John Martin 6784 Spring Lake Village Road, Post Office Box 435, Keystone Heights, FL 32656.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

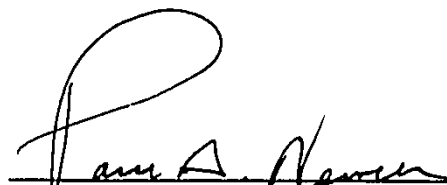

Barbara Walls Martin - Incorporator


Robert John Martin - Incorporator

97 JUN -9 AM 8:05
TALLAHASSEE, FLORIDA

ACCEPTANCE

I hereby accept my designation as resident agent and agree to serve as the resident agent of WELLSERVE, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Paul D. Newell - Registered Agent

STATE OF FLORIDA
COUNTY OF CLAY

On May 28, 1997, Paul D. Newell, designated above as the individual who shall serve as the corporation's initial registered agent; and Barbara Walls Martin and Robert John Martin, the corporation's incorporators, all of whom are personally known to me, personally appeared before me at the time of notarization, and acknowledged signing these Articles of Incorporation of WELLSERVE, INC. for the purposes therein expressed.

Marcia L. Hall

MARCIA L. HALL
Notary Public, State Of Florida
My Comm. Expires Feb. 9, 1998
Comm. No CC347398