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O: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: W&RC, INC.

AUDIT NUMBER.....H97000009745

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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JUN 13 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 13, 1997

GORHAM RUTTER, JR.
283 NORTH NORTHLAKE BLVD. STE. 111
ALTAMONTE SPRINGS, FL 32701

SUBJECT: WARC, INC.
REF: W97000013901

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We have received your document for WARC, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Randall Purinton
Document Specialist

FAX Aud. #: H97000009745
Letter Number: 297A00031864

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ARTICLES OF INCORPORATION

OF
W&CR, INC.

ARTICLE I

Name. The name of this Corporation is W&CR, INC.

ARTICLE II

Business and Activities. This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

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 MILLION (10,000,000) shares of common stock, each share having the par value of one penny (\$.01).

ARTICLE IV

Term of Existence. This Corporation shall have perpetual existence.

ARTICLE V

Address of the Principal Office and Mailing Address. The principal place of business and mailing address of this Corporation shall be 283 North Northlake Blvd., Suite 111, Altamonte Springs, Florida, 32701.

ARTICLE VI

Initial Registered Agent and Address. The name of the initial registered agent of this Corporation is GORHAM RUTTER, JR., and the street address of the Corporation's

Prepared by: Gorham Rutter, Jr., Esq. (FBN-220957)
283 North Northlake Blvd., Suite 111
Altamonte Springs, FL 32701
407-331-3540 H 9700009745

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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initial registered office is 283 North Northlake Blvd., Suite 111, Altamonte Springs, Florida,
32701.

ARTICLE VI

Initial Board of Directors. The name and street address of the sole member of
this Corporation's first Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Gorham Rutter, Jr.	283 North Northlake Blvd., Suite 111 Altamonte Springs, FL 32701

ARTICLE VIII

Incorporator. The name and street address of the sole incorporator to these
Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Gorham Rutter, Jr.	283 North Northlake Blvd., Suite 111 Altamonte Springs, FL 32701

IN WITNESS WHEREOF, the undersigned does set his hand and seal this 13th
day of June, 1997.




Gorham Rutter, Jr.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on June 13, 1997, by
Gorham Rutter, Jr., who is personally known to me or who produced the following form(s) of
identification: _____

NOTARY PUBLIC - STATE OF FLORIDA
PATRICIA ANN SLOAT
COMMISSION # CC669643
EXPIRES 2/24/2001
BONDED THRU ABA 1-000-NOTARY1



Notary Public, State of Florida
PATRICIA ANN SLOAT
(Printed Name of Notary Public)

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2
EMPIRE CORPORATE KIT

JUN-13-1997 13:33

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sec. 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida:

1. The name of the Corporation is: W&G, INC.
2. The name and address of the Registered Agent and Office is:

Gorham Rutter, Jr.
 283 North Northlake Blvd., Suite 111
 Altamonte Springs, Florida, 32701.

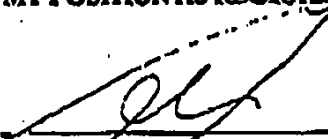
Dated: June 13, 1997.


 Gorham Rutter, Jr.

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 SECRETARY OF STATE
 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 ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER 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.

DATED: June 13, 1997.


 Gorham Rutter, Jr.

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Witness