

997000054278



ACCOUNT NO. : 072100000032

REFERENCE : 434311 85036A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizutto

ORDER DATE : June 19, 1997

ORDER TIME : 10:25 AM

ORDER NO. : 434311-005

CUSTOMER NO: 85036A

CUSTOMER: Lori Ammons, Legal Assistant
JACOBS FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

800002217038--7

DOMESTIC FILING

NAME: WITTNER NATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

TALLAHASSEE
FLORIDA
JUN 19 PM 2:06

RECEIVED
97 JUN 19 AM 11:32
DIVISION OF CORPORATION

3 8N JUN 19 1997

ARTICLES OF INCORPORATION
OF
WITTNER NATIONAL, INC.

FILED
97 JUN 19 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is WITTNER NATIONAL, INC.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

5999 Central Avenue, Suite 400, St. Petersburg, FL
33733.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Kathryn A. Woodard

Address: 5999 Central Avenue, Suite 400, St.
Petersburg, FL 33733

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Richard O. Jacobs

Address: 13577 Feather Sound Drive, Suite 300,
Clearwater, FL 34622.

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.

ARTICLE VI.

SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE VII.

PREEMPTIVE RIGHTS

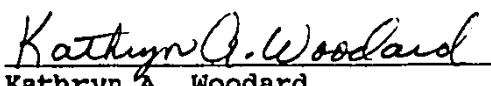
The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 15th day of June, 1997, for the purpose of organizing this Corporation under the laws of the State of Florida.


Richard O. Jacobs

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.
Date: June 15, 1997.


Kathryn A. Woodard