

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Profit

1.) WRS, INC.

(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

K.R. JUL 17 1997

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97 JUL 17 AM 11:44
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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION

OF

WRS, INC.

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TALL
STATE
FLORIDA

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

1. Name. The name of the corporation shall be WRS, Inc.
2. Principal Office. The principal place of business and mailing address of this corporation shall be 111 Kelsey Lane, Suite B, Tampa, Florida 33619.
3. Authorized Shares. The 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 without par value, all of the same class.
4. Initial Registered Agent and Street Address. The name and address of the initial registered agent is:

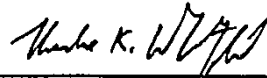
Luke A. Frantz
WRS, Inc.
111 Kelsey Lane, Suite B
Tampa, Florida 33619

5. Indemnification. The corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida 1989 Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to or covered by said section, and indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. Incorporator. The name and street address of the incorporator of the corporation is:

Theodore K. Whitfield, Jr.
Miller & Martin
Suite 1000 Volunteer Building
832 Georgia Avenue
Chattanooga, TN 37402

The undersigned incorporator has executed these Articles of Incorporation this 11th day of July, 1997.



Theodore K. Whitfield, Jr.
Incorporator

CERTIFICATE OF DESIGNATION OF


REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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 WRS, Inc.
2. The name and address of the registered agent and office is:

Luke A. Frantz
111 Kelsey Lane, Suite B
Tampa, Florida 33619

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.



Luke A. Frantz

7/16/97

Date

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