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GOETZ, HARTMAN & LANDSTEINER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

97 JUL 31 PM 12:54

JAMES L. GOETZ, P.A.
NORMAN A. HARTMAN, JR., P.A.
KARL C. LANDSTEINER, P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2133 WINKLER AVENUE, SUITE 300
P. O. BOX 6844
FORT MYERS, FLORIDA 33911-6844
(841) 938-2841

July 29, 1997

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED DATE

7-29-97

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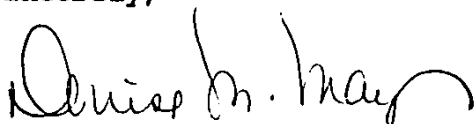
Re: HWR, Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation for HWR, Inc., for filing with the Secretary of State's Office. I also enclose our client's check payable to the State in the sum of \$122.50 to pay the fee associated with filing the articles.

Thank you for your kind assistance in this matter.

Sincerely,



Denise M. May, Legal Assistant to
Karl C. Landsteiner, P.A.

/dmm
Encls.

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PH 8/1/97

ARTICLES OF INCORPORATION

OF

HWR, INC.

FILED

97 JUL 31 PM 12:54

TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME: The name of the corporation is HWR, INC.

EFFECTIVE DATE

ARTICLE TWO

DURATION: The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE: The purpose for which the corporation is organized are the following:

A. To engage in and transact any lawful business of which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

CAPITAL STOCK: The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT: The street address of the Registered Office of the corporation is 18901 San Carlos Blvd., Ft. Myers Beach, Florida, 33931, and the name of its initial Registered Agent at that address is Scott Barnes. The principal office of the corporation is 18901 San Carlos Blvd., Ft. Myers Beach, Florida, 33931.

accordance with the By-Laws, but shall never be less than one. The name and address of the initial Directors of the corporation are:

Scott Barnes, 18901 San Carlos Blvd., Ft. Myers Beach, FL
33931

Linda Barnes, 18901 San Carlos Blvd., Ft. Myers Beach, FL
33931

ARTICLE SEVEN

INCORPORATORS: The name and address of the Incorporator is:

Scott Barnes, 18901 San Carlos Blvd., Ft. Myers Beach, FL
33931

ARTICLE EIGHT

COMMENCEMENT OF CORPORATE EXISTENCE: The date when corporate existence shall commence is July 29, 1997.

ARTICLE NINE

PREEMPTIVE RIGHTS: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does

the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder. 07 JUL 31 PM 12:55

ARTICLE TEN

FILED
TALLAHASSEE, FLORIDA

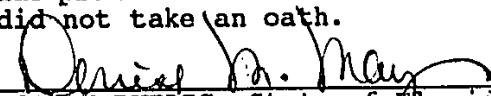
AMENDMENT: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to his reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 29 day of July, 1997.


Scott Barnes, Incorporator

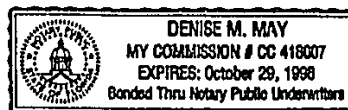
STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 29 day of July, 1997, by Scott Barnes, Incorporator of HWR, Inc. He has produced a valid Florida driver's license as identification and did not take an oath.


NOTARY PUBLIC, State of Florida


Print or Type Notary Name

My Commission Expires:



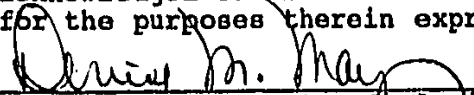
REGISTERED AGENT'S ACKNOWLEDGEMENT

I, SCOTT BARNES, am familiar with and accept the duties and responsibilities as registered agent for HWR, INC.


Scott Barnes

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 29 day of July, 1997, by Scott Barnes, who has produced a valid Florida driver's license as identification and who did not take an oath. He executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.


NOTARY PUBLIC, State of Florida