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MACKEY & MACKEY, P.A.

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Reply To:

Post Office Box 9528

Bradenton, FL 34206-9528

August 6, 1997

Via Federal Express Delivery

Department of State
Division of Corporations
Attention: New Filings
409 E. Gaines Street
Tallahassee, FL 32301

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-08/07/97--01058--012
*****122.50 *****122.50

Re: WILLIAMS AND SMITHERS, INC.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation along with a Certificate of Designation for Registered Agent for the above-referenced corporation. We have also attached a check in the amount of \$122.50 which covers: (a) the incorporation filing fee; (b) designation of the registered agent fee; and (c) fee relating to the return of a certified copy of the Articles of Incorporation.

Please forward the certified copy of the Articles of Incorporation to our office as soon as possible. Should you have any questions, please call collect at (941) 746-6225.

Sincerely,

MACKEY & MACKEY, P.A.

TAL AUG - 8 1997.

Kevin R. Lottes
Kevin R. Lottes

KRL/lam
Enclosures

carlson@ecstate.flr

FILED
97 AUG - 7 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WILLIAMS AND SMITHERS, INC.**

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97 AUG -7 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Williams and Smithers, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV

Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is 500 shares of Capital Stock with a value of \$1.00 par value.

Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 6514 Kim Linda Lane, Sarasota, Manatee County, Florida 34243, and the name of the initial registered agent at such address is Kevin Carlson.

ARTICLE VI

The initial board of directors shall consist of at least one member, who need not be a resident of the State of Florida or shareholders of the corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified is as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Kevin Carlson	6514 Kim Linda Lane	Sarasota, FL 34243
Charlene Carlson	6514 Kim Linda Lane	Sarasota, FL 34243

ARTICLE VIII

The name and address of the initial incorporators are as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Kevin Carlson	6514 Kim Linda Lane	Sarasota, FL 34243
Charlene Carlson	6514 Kim Linda Lane	Sarasota, FL 34243

ARTICLE IX

An affirmative vote of a majority of the outstanding shares of the corporation shall be required for any shareholder action.

ARTICLE X

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

ARTICLE XI

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors.

ARTICLE XII

The address of the principal office of the corporation is 6514 Kim Linda Lane, Sarasota, Florida 34243.

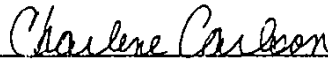
ARTICLE XIII

The shareholders shall not be personally liable for the debts of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey & Mackey, P.A., 1402 Third Avenue West, Bradenton, Florida, on the 5 day of August, 1997.



Kevin Carlson, Incorporator



Charlene Carlson, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and his Florida office:

1. The name of the corporation is: Williams and Smithers, Inc.
2. The name and address of the registered agent and office is:

Name: Kevin Carlson

Address: 6514 Kim Linda Lane, Sarasota, FL 34243

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: 8/5/97



Kevin Carlson

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TALLAHASSEE, FLORIDA