

8-20-1997 2:44PM

FROM MOMBACH_BOYLE_HARDIN 19544672210

P. 1

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8/20/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: MOMBACH, BOYLE & HARDIN, P.A.

ACCT#: 074143000064

CONTACT: CONRAD J. BOYLE

PHONE: (954)467-2200

FAX #: (954)467-2210

NAME: HEADWEST, INC.

AUDIT NUMBER.....H97000013715

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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FLORIDA DIVISION OF CORPORATIONS

97 AUG 20 11 44:02

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97 AUG 20 11 4: 02
F. L. ASSOCIATES, P.A.
FORT LAUDERDALE, FLORIDA

ARTICLES OF INCORPORATION
OF
HEADWEST, INC.

ARTICLE I

The name of the corporation is HEADWEST, INC.. The principal business address or mailing address of the corporation is: 15560 McGregor Blvd., Suite 8, Fort Myers, Florida 33908.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida Business Corporation Act.

ARTICLE IV

The corporation is authorized to issue seven thousand five hundred (7,500) shares of capital stock at the par value of One Dollar (\$1.00) each.

ARTICLE V

The street address of the initial registered office of the corporation is 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394, and the name of the initial registered agent of the corporation at that address is Conrad J. Boyle.

Prepared by: Conrad J. Boyle, Esq.
Mombach, Boyle & Hardin, P.A.
500 East Broward Boulevard, Suite 1950
Fort Lauderdale, Florida 33394
Telephone No. (954) 467-2200
Florida Bar No. 309711

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ARTICLE VI

The corporation shall have initially one (1) director. The number of directors may be either increased or decreased from time to time as determined by the By-Laws.

The name and address of the initial director of the corporation is:

Gary Winrow
15560 McGregor Blvd., Suite 8
Fort Myers, Florida 33908

ARTICLE VII

The name and address of the person signing these Articles is:

Gary Winrow
15560 McGregor Blvd., Suite 8
Fort Myers, Florida 33908

ARTICLE VIII

The By-Laws of the corporation may be adopted, altered, amended, or repealed by either the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

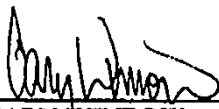
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ARTICLE X

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 14 day of August, 1997.



GARY WINROW

STATE OF FLORIDA)
COUNTY OF Dee)

The foregoing instrument was acknowledged before me this 14 day of August, 1997, by GARY WINROW, who is personally known to me or who has produced a _____ driver's license as identification and who did take an oath.

OFFICIAL NOTARY SEAL
LESLIE MAC CAUSLAND
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC412198
MY COMMISSION EXP. OCT. 9, 1998

Notary Public - State of Florida
My Commission Expires:
Commission Number:



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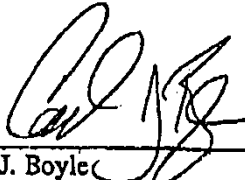
FROM MOMBACH_BOYLE_HARDIN 19544672210

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I, Conrad J. Boyle, hereby accept the designation of Resident Agent for service of process upon HEADWEST, INC., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 14 day of August, 1997.



Conrad J. Boyle

97 AUG 20 11 4:02
TALLAHASSEE, FLORIDA

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August 11, 1997

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