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September 15, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 SEP 18 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

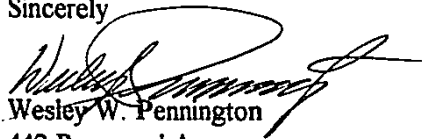
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Dear Sir:

Enclosed please find the Articles of Incorporation for Westwind Holdings, Inc. As well as a check for \$122.50 for the filing fee and for a certified copy to be returned to me. Please use the corporate address for the return.

Thank You.

Sincerely



Wesley W. Pennington
442 Raymond Ave.
Longwood, FL 32750

P.Hen SEP 19 1997

ARTICLES OF INCORPORATION
of
WESTWIND HOLDINGS, INC.

The undersigned, desiring to form a corporation for the purpose hereinafter stated, pursuant to the laws of the State of Florida, hereby adopt the following Articles of Incorporation

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ARTICLE I
CORPORATE NAME

The name of this corporation is WESTWIND HOLDINGS, INC..

ARTICLE II
INITIAL PRINCIPAL OFFICE

The initial street and mailing address of the corporation's initial principal office is

442 Raymond Ave.
Longwood, FL 32750

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$1.00 per share. There shall be no preferred stock.

All or any part of said stock may be payable either in cash, property, labor, or services at a just valuation to be fixed by the Board of Directors, and the judgement of such directors as to the value shall, in the absence of fraud, be conclusive upon the stockholders and parties dealing with the corporation. The capital stock may be issued and paid for at such time or terms and conditions as the Directors may determine and the amount of the capital stock increased or decreased in the manner provided by law; provided, however, that the stock of the corporation shall be non-assessable.

ARTICLE IV
REGISTERED OFFICE AND AGENT

In pursuance of chapter 48.091, Florida Statutes, the name and street address of the corporation's registered agent is:

Wesley W. Pennington
West Wind Holdings, Inc.
442 Raymond Ave
Seminole County
Longwood, FL 32750

and by his signature below, does hereby accept the obligations of registered agent set forth in Section 48.091, Florida Statutes.

ARTICLE V PURPOSE AND TERM

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state. The provisions of S. 607.108, F.S., relating to affiliated transactions, shall be inapplicable to this corporation. The term of existence of this corporation shall be perpetual.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are

Wesley W. Pennington [Director]
442 Raymond Ave.
Longwood, FL 32750

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The number of Directors of this corporation shall not be less than one (1) nor more than five (5) as the same may be provided for by the by-laws of this corporation or amendments thereto. Until changed by the by-laws the number of Directors of this corporation shall be one.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the directors of this corporation.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (I) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.


Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by a majority of the stockholders entitled to vote therein.

IN WITNESS WHEREOF, the undersigned has made and subscribed this certificate this 10th day of September, 1997


Wesley W. Pennington, Incorporator L.S.

I hereby accept designation as registered agent for the above said corporation.


Wesley W. Pennington, Registered Agent L.S.