

MARTIN & ROTH, P.A.

ATTORNEYS AT LAW

JOHN P. MARTIN, M.S.B.A., J.D., LL.M.
THOMAS R. ROTH, D.D.S., J.D., LL.M.

2401 WEST BAY DRIVE, SUITE 122
LARGO, FLORIDA 33770
TELEPHONE: (813) 585-4505
FAX: (813) 586-3050

P97000081773

September 2, 1997

Secretary of State
The Capitol
Tallahassee, FL 32304

Re: W.J. Enterprise, Inc.

Dear Madam:

Enclosed please find original and copy of Articles of
Incorporation of the above referenced corporation, together with
check in the amount of \$122.50 to cover the cost of the
following:

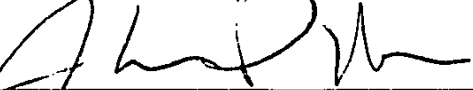
Filing Fee	35.00
Certified Copy	52.50
Registered Agent	35.00
	<u>\$122.50</u>

Please file the charter, and send a certified copy to my office.

Should you have any questions, please advise.

Very truly yours,

MARTIN & ROTH, P.A.



John P. Martin

JPM/
Enc.

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189,2544,2550
W97-21195

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-09/12/97-01115-010
****122.50 ****122.50

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 22 AM 10:54

MARTIN & ROTH, P.A.

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JOHN P. MARTIN, M.S.B.A., J.D., LL.M.
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2401 WEST BAY DRIVE, SUITE 122
LARGO, FLORIDA 33770
TELEPHONE: (813) 585-4505
FAX: (813) 586-3050

September 18, 1997

Secretary of State
The Capitol
Division of Corporations
Post Office Box 6327
Tallahassee, Fl 32304

Re: W.J. Holding, Inc.
Ref. Number: W97000021195

Dear Madam:

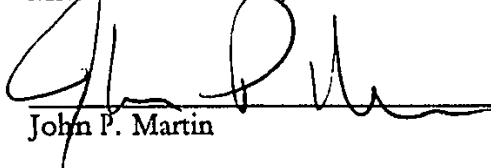
Enclosed please find original and copy of Articles of Incorporation of the above referenced corporation, together with a copy of your letter to us of September 15, 1997. The enclosed represents a "new name" as requested.

Please file the charter, and send a certified copy to my office.

Should you have any questions, please advise.

Very truly yours,

MARTIN & ROTH, P.A.



John P. Martin

JPM/dyb
Enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 15, 1997

JOHN P. MARTIN, ESQ.
MARTIN & ROTH, P.A.
2401 WEST BAY DR., SUITE 122
LARGO, FL 33770

SUBJECT: W.J. ENTERPRISE, INC.
Ref. Number: W97000021195

We have received your document for W.J. ENTERPRISE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 997A00045697

"New Name" W.J. Holding, INC.
please see Attached.

ARTICLES OF INCORPORATION

OF

W.J. HOLDING, INC.

The undersigned, acting as incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is: W.J. HOLDING, INC.
and the mailing address and the principal place of business is:
1945 SUNSET PT. ROAD, SUITE C, CLEARWATER, FL 34625

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(A) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(B) To conduct business in, or have one or more offices in, and buy hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

(C) To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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(E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida.

(F) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, and to perform any act authorized or allowed by the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

SPECIAL PROVISION

It is the intent of the incorporator that the corporation may qualify as a Subchapter S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The street address and mailing address of the registered office of this corporation in the State of Florida is 2401 West Bay Drive, Suite 122, Largo, FL 33770.

The name of the registered agent is John P. Martin.

ARTICLE VIII

DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, by amendment to the bylaws, but shall never be less than one (1).

ARTICLE IX

INITIAL DIRECTOR(S)

The name and mailing address of the member(s) of the first Board of Directors is:

William J. Norwood, Jr.
1945 Sunset Pt. Road, Suite C
Clearwater, FL 34625

ARTICLE X

INCORPORATOR

The name and mailing address of the incorporator of these Articles of Incorporation is:

William J. Norwood, Jr.
1945 Sunset Pt. Road, Suite C
Clearwater, FL 34625

The incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE XI

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such

action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XII

BYLAWS OR SHAREHOLDERS AGREEMENT

By shareholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased shareholder, or any shareholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide such bylaw not subject to amendment or repeal by the directors.

ARTICLE XIII

AMENDMENT

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 shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV

DATE OF INCEPTION

The date the corporate existence shall begin shall be as of the date of filing and acceptance of these Articles of Incorporation by the Secretary of State of Florida.

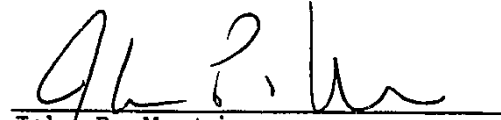
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21 day of September, 1997.


William J. Norwood, Jr.

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SECRETARY OF CORPORATIONS
91 SEP 22 AM 10:54

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.


John P. Martin
