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WILLIAMS & CO., LTD.

5440 Jackson Road
Fort Myers, Florida 33905

John E. Williams, C.P.A.
941-693-6770

Member American Institute of CPA's & Florida Institute of CPA's

October 28, 1997

Personal and Confidential

State of Florida
Department of State
409 E. Gaines St.
Tallahassee, Fl. 32301
Attn: Judy Eure

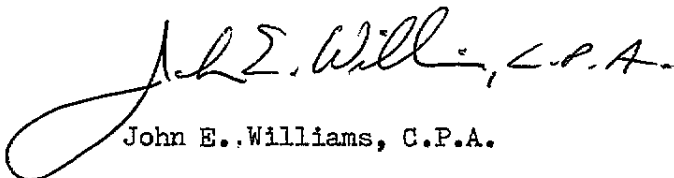
900002335019--3
-10/31/97--01056--020
****122.50 ****122.50

Dear Judy:

Enclosed are the Articles of Incorporation of Universal Family Enterprises, Inc.. Also enclosed is the \$122.50 filing fee along with a copy of the executed original Articles of Incorporation. Please return with incoming instructions.

Once again your cooperation is most welcome.

Respectfully submitted,


John E. Williams, C.P.A.

Enclosures

FILED
97 OCT 30 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 30 AM 10:58
DIVISION OF CORPORATION

Dmp
10/30/97

FILED

ARTICLES OF INCORPORATION

97 OCT 30 AM 11:10

UNIVERSAL FAMILY ENTERPRISES, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. The name of the corporation shall be Universal Family Enterprises, Inc.

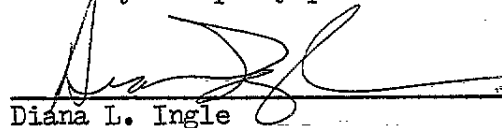
ARTICLE 2. The principal address of the corporation shall be 2230 Williams Drive, Ft. Myers, FL 33901.

ARTICLE 3: The number of shares of stock authorized to be issued and outstanding shall be a maximum of one thousand (1,000) shares.

ARTICLE 4: The Registered Agent of this corporation shall be:

Diana L. Ingle
2230 Williams Drive
Ft. Myers, FL 33901

I hereby accept my position as Registered Agent:


Diana L. Ingle

10-29-97
Date

ARTICLE 5: Incorporators:

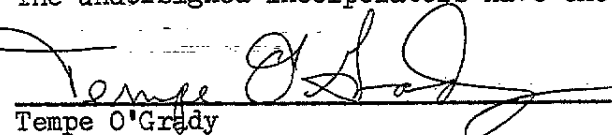
President and Treasurer

Tempe O'Grady
2230 Williams Drive
Ft. Myers, FL 33901

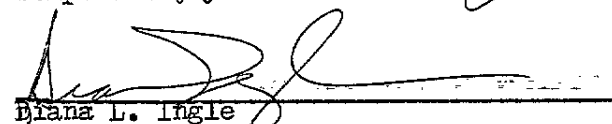
Vice President and Secretary

Diana L. Ingle
2230 Williams Drive
Ft. Myers, FL 33901

The undersigned incorporators have executed the Articles of Incorporation.


Tempe O'Grady

10-29-97
Date


Diana L. Ingle

10-29-97
Date