

P97000103964

William E. Hadsell
237 Beach Avenue
Atlantic Beach, FL 32233

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 PM 12:23

Florida Department of State
409 East Gaines Street
Tallahassee, FL 32314

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-12/09/97--01041--018
***122.50 ***122.50

Dear Sirs:

Enclosed herewith please find Articles of Incorporation for Watchtower Communications, Inc.
together with a check in the amount of \$122.50.

Please file and return a copy to me at the address listed above.

Sincerely,



Attachments

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D. BROWN DEC 10 1997

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ARTICLES OF INCORPORATION
OF
WATCHTOWER COMMUNICATIONS, INC.

The undersigned subscribers, William E. Hadsell and Dietra M. Hadsell, natural persons competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the proposed Corporation is Watchtower Communications, Inc., with a principal place of business at 237 Beach Avenue, Atlantic Beach, Fl 32233.

ARTICLE II

Corporate Purpose

The Corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States.

ARTICLE III

Capital Stock

1. Number of Shares. The total number of shares of which the Corporation shall have authority to issue is 500 shares which shall be common stock at a par value of \$1.00 each.

2. Transfer Restrictions. No stock of this Corporation shall be issued or transferred to any person who is not an officer or director of this Corporation, except with the consent of the Board of Directors evidenced by a resolution duly passed at a regular meeting of the Board, or at a special meeting called for this purpose. Every shareholder who desires to sell his stock and any shareholder who for any reason shall cease to be an officer or director, his personal representative, legatees, or assigns, shall be required to offer in writing to sell to the Board of Directors the number of shares of the capital stock held by him, and at a price per share to be determined by the mutual agreement of the shareholder wishing to sell, his personal representative, legatees, or assigns, and the Board of Directors.

PAGE II.

If the selling shareholder and the Board of Directors are unable to agree on the price per share, the termination of the price per share shall be determined by three disinterested arbitrators, one to be chosen by the shareholder wishing to sell, his personal representative, legatees, or assigns; one to be chosen by the Board of Directors, exclusive of the shareholder wishing to sell, his personal representative, legatees, or assigns; and the third by the two (2) arbitrators so chosen. If the shareholder wishing to sell, his personal representative, legatees, or assigns, or the Board of Directors exclusive of the shareholder wishing to sell, his personal representative, legatees, or assigns, shall for more than sixty (60) days neglect or refuse to choose an arbitrator after a dispute as to the price per share has arisen, then the other shall choose two (2) disinterested arbitrators, and they shall choose a third and the determination of any two (2) of the three (3) arbitrators so chosen shall be final and binding as to the price per share for the sale then occurring, but not for subsequent sales.

Upon determination of the price per share in accordance with the procedure outlined above, the shareholder wishing to sell, his personal representative, legatees, or assigns, shall immediately, on the payment or tender to him in cash of such price per share, transfer and assign the shares of stock held to the person or persons designated by the Board of Directors.

ARTICLE IV

Term of Existence -

This Corporation is to exist perpetually.

ARTICLE V

Registered Office

The initial registered office of the Corporation shall be located at 237 Beach Avenue, Atlantic Beach, Florida 32233 and the initial Registered Agent at such address shall be Dietra M. Hadsell.

ARTICLE VI

The number of directors of this Corporation shall be two (2).

The names and addresses of the members of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are

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elected or appointed and have qualified, are as follows:

Name	Address
William E. Hadsell	237 Beach Avenue Atlantic Beach FL 32233
Dietra M. Hadsell	237 Beach Avenue Atlantic Beach FL 32233

ARTICLE VII

Subscribers

The name and address of each subscriber is as follows:

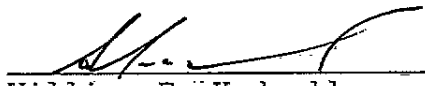
Name	Share	Address
William E. Hadsell	300	237 Beach Avenue Atlantic Beach FL 32233
Dietra M. Hadsell	200	237 Beach Avenue Atlantic Beach FL 32233

ARTICLE VIII

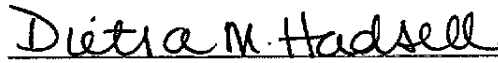
Commencement

This Corporation shall begin its corporate existence on the date that these Articles are filed in the Department of State, State of Florida.

IN WITNESS WHEREOF, We have hereunto set our hands and seals at Homosassa, Florida this 28th day of November, 1997.



William E. Hadsell



Dietra M. Hadsell

STATE OF FLORIDA
COUNTY OF CITRUS

Before me, this 28th day of November, 1997 personally appeared William E. Hadsell to me well known and known to me to be the person described in and who executed the foregoing

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PAGE IV

Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed. Identification: Florida Driver's License. Did not take an oath.

Leanne Hadsell
Printed Name:
NOTARY PUBLIC, STATE OF FLORIDA



STATE OF FLORIDA
COUNTY OF CITRUS

Before me, this 28th day of November, 1997 personally appeared Dietra M. Hadsell to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed. Identification: Florida Driver's License. Did not take an oath.

Leanne Hadsell
Printed Name:
NOTARY PUBLIC, STATE OF FLORIDA



ACCEPTANCE

I, Dietra M. Hadsell, with an address at 237 Beach Avenue, Atlantic Beach, Florida 32233 hereby accepts the foregoing designation as registered agent of WATCHTOWER COMMUNICATIONS, INC.

WITNESS my hand and seal this 28th day of November, 1997.

Dietra M. Hadsell
Dietra M. Hadsell, Registered Agent

STATE OF FLORIDA
COUNTY OF CITRUS

Before me, this 28th day of November, 1997 personally appeared Dietra M. Hadsell to me well known and known to me to be the person described in and who executed the foregoing Acceptance and acknowledged to and before me that she executed said instrument for the purposes therein expressed. Identification: Florida Driver's License. Did not take an oath.

Leanne Hadsell
Printed Name:
NOTARY PUBLIC, STATE OF FLORIDA

