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BUSCHMAN, AHERN, PERSONS & BANKSTON

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

2215 SOUTH THIRD STREET, SUITE 101

POST OFFICE BOX 50006

JACKSONVILLE BEACH, FLORIDA 32240-0006

BUSCHMAN & AHERN, P.A.

ALBERT E. BUSCHMAN, JR.

FRED L. AHERN, JR.

JEFFREY R. BANKSTON

ROBERT B. PERSONS, JR., P.A.

December 1, 1997

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: M. Williams, Inc.

Dear Sir/Madam:

Enclosed please find the original and two copies of the Articles of Incorporation and Certificate Designating Place of Business or Domicile regarding the above referenced corporation. Please file the original and one copy and return the second copy stamped with the filing date to my office in the self addressed stamped envelope. I am also enclosing my firm check in the amount of \$70.00 for the filing fee.

If there is anything further you require regarding this matter, please let me know.

Sincerely,



Robert B. Persons, Jr.

RBPjr/bjy

Enclosures

cc: Margaret Williams

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TALLAHASSEE, FLORIDA
TELEPHONE (904) 246-9994
FAX NO. (904) 246-6880
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OK
12-15-97

ARTICLES OF INCORPORATION
OF
M. WILLIAMS, INC.

ARTICLE I: The name of this corporation is M. WILLIAMS, INC.

ARTICLE II: This corporation shall have perpetual existence.

ARTICLE III: This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or the State of Florida, including but not limited to the business of providing consulting services.

ARTICLE IV: The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is Seven thousand five hundred (7,500) shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V: The initial principal office of this corporation shall be at 6525 Yelvington Road, East Palatka, Florida, 32131, and the name of the corporation's initial registered agent is Margaret K. Williams, at 6525 Yelvington Road, East Palatka, Florida, 32131.

ARTICLE VI: Initially, this corporation shall have no more than five (5) members on the Board of Directors, and the corporation shall have the authority to operate with not less than one member on the Board of Directors. The following is the name and address of the initial member of the Board of Directors:

MARGARET K. WILLIAMS
6525 Yelvington Road
East Palatka, FL 32131

ARTICLE VII: The name and street address of the person signing these Articles of Incorporation as a subscriber is as follows:

ROBERT B. PERSONS, JR., Esquire
2215 South Third Street, Ste. 101
Jacksonville, FL 32250

ARTICLE VIII: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX: The Directors of this corporation may take action by written consent, as provided by law.

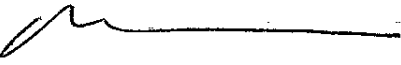
ARTICLE X: The Board of Directors is authorized with the

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STATE
TALLAHASSEE, FLORIDA

approval of the Shareholders, to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE XI: 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 at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and, accordingly, has hereunto set his hand and seal this 26th day of November, 1997.


_____(SEAL)
ROBERT B. PERSONS, JR.

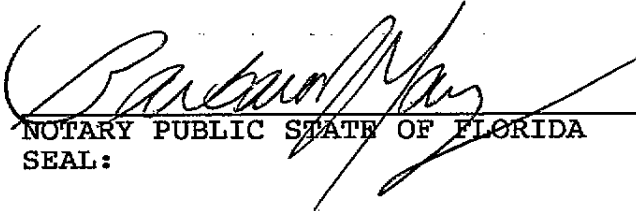
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by ROBERT B. PERSONS, JR., who is personally known to me and who acknowledged to and before me that he signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 26th day of November, 1997.



Barbara J. Young
My Commission CC610651
Expires December 29, 2000

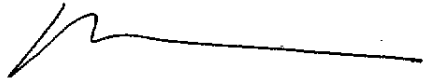


NOTARY PUBLIC STATE OF FLORIDA
SEAL:

ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

I hereby assign to this corporation all of my right, title and interest as a Subscriber to the capital stock of M. WILLIAMS, INC., a corporation organized under the laws of the State of Florida, to the extent of all shares of the stock of said corporation.

Executed this 15th day of December, 1985.



Robert B. Persons, Jr.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE AND ACKNOWLEDGMENT

IN COMPLIANCE WITH SECTION 48-091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that M. WILLIAMS, INC., desiring to organize or qualify under the Laws of the State of Florida as a corporation, with its principal place of business at 6525 Yelvington Road, East Palatka, County of Putnam, Florida, as indicated in the Articles of Incorporation, has named Margaret K. Williams, at 6525 Yelvington Road, East Palatka, Florida, 32131, as its agent to accept service of process within the State of Florida.

Dated: November 26, 1997.

Margaret K. Williams
MARGARET K. WILLIAMS

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes and acts relative to keeping open said office and with all provisions of all statutes and acts relative to the proper and complete performance of my duties.

Dated: November 26, 1997.

Margaret K. Williams
MARGARET K. WILLIAMS

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TALLAHASSEE, FLORIDA