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*****70.00 *****70.00

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

Re: Waydor Group International

Dear Sir:

Enclosed are the Articles of Incorporation regarding the above
to be filed and one copy to be returned to me.

Also enclosed a return envelope and my check in the sum of \$70.00
representing the following:

Filling Fee	\$ 35.00
Filing of Registered Agent	35.00

Sincerely,



MR. C. W. WALLACE
P.O. Box 5566
Lakeland, FL 33807

FILED
98 JAN -5 PM 4:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mm
1-6-98

ARTICLES OF INCORPORATION
OF
WAYDOR GROUP INTERNATIONAL, INC.

FILED
98 JAN -5 PM 4:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is WAYDOR GROUP INTERNATIONAL, INC. and the business address of the corporation is 5852 Crest Lane, Lakeland, Florida 33813 (Mailing address is Post Office Box 5566 Lakeland, Florida 33807).

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: insurance, and any other lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000,00 shares of common stock with a par value of \$.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 5852 Crest Lane, Lakeland, Florida 33813 (Mailing address is Post Office Box 5566, Lakeland, Florida 33807) and the name of the initial registered agent of this corporation at that address is: C. Wayne Wallace

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name and address of the initial directors of this corporation are:

C. Wayne Wallace	Mailing address
5852 Crest Lane	Post Office Box 5566
Lakeland, Florida 33813	Lakeland, Florida 33807

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles is:
C. Wayne Wallace, 5852 Crest Lane, Lakeland, Florida 33813 (Mailing
address Post Office Box 5566, Lakeland, Florida 33807.

IN WITNESS WHEREOF the undersigned subscriber has executed these
Articles of Incorporation this 2nd day of January, 1998



C. Wayne Wallace

STATE OF FLORIDA
COUNTY OF POLK

Before me, a Notary Public authorized to take acknowledgments in
the state and county set forth above, personally appeared
C. Wayne Wallace, known to me and known by me to be the person who
executed the foregoing Articles of Incorporation, and who
acknowledged before me that he executed those Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
seal, in the state and county aforesaid, this the 2nd day of
January 1998.



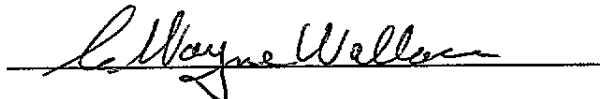
MARILYN E DUNBAR
My Commission CC834641
Expires Feb. 21, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST THAT WAYDOR GROUP INTERNATIONAL, INC.
WITH ITS PLACE OF BUSINESS AT LAKELAND, POLK COUNTY, FLORIDA
HAS NAMED C. WAYNE WALLACE
LOCATED AT 5852 CREST LANE
CITY OF LAKELAND, STATE OF FLORIDA
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of section 607.325 Florida Statutes.



C. Wayne Wallace
January 2, 1998

FILED
98 JAN -5 PM 4:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA