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ACCOUNT NO.: 07210000032

REFERENCE: 661580 98814A

AUTHORIZATION'

COST LIMIT : \$ 122.50

ORDER DATE : January 8, 1998

ORDER TIME : 11:11 AM

ORDER NO. : 661580-005

CUSTOMER NO: 98814A

CUSTOMER: Ms. Antoinette Fykes

HENDRIK UITERWYK, ESQ.

Suite 3400,1 Tampa City Center

201 N. Franklin Street

Tampa, FL 33602

DOMESTIC FILING

NAME:

LWL MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

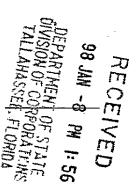
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

98 JAN -8 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORID

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98 JAN -8 PM 3:55

ARTICLES OF INCORPORATION

SECRETARY OF STATE TALLAHASSEE, FLORIDA

OF

LWL MANAGEMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: LWL MANAGEMENT, INC.

The address of the principal office of this corporation shall be 12964 North Dale Mabry Highway, Tampa, Florida 33618, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Dennis Linsey Dir.

12964 North Dale Mabry Highway, Tampa, Florida 33618

George Linsey Dir.

Same As Above

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michael J. Walker Pres.

12964 North Dale Mabry Highway, Tampa, Florida 33618

Dennis Linsey V.P.

Same As Above

George Linsey Sec./Treas.

Same As Above

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 8, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

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98 JAN -8 PM 3:55

ACCEPTANCE OF REGISTERED AGENT DESIGNATED SECRETARY OF STATE
IN ARTICLES OF INCORPORATION TALLAHASSEE. FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Karen B Rozar

CKS