



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 669983 81442A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 15, 1998

ORDER TIME : 10:21 AM

ORDER NO. : 669983-005

CUSTOMER NO: 81442A

CUSTOMER: Charles H. Ball, Esq  
MCDANIEL & BALL, PA

1444 First Street

Sarasota, FL 34236

900002401379--0

DOMESTIC FILING

NAME: WITHIN REACH, 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: Cassandra Bryant

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 15 PM 12:43

RECEIVED  
98 JAN 15 AM 11:36  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 15 PM 12:43

ARTICLES OF INCORPORATION  
OF  
WITHIN REACH, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Within Reach, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III. CAPITAL STOCK

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

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscriber of this corporation at any regular or special meeting.

ARTICLE IV. EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE V. ADDRESS

The initial street address of the principal office of this corporation is to be at 2715 Datura Street, Sarasota, Florida 34239.

ARTICLE VI. DIRECTORS

There shall be two directors of the corporation. The name and address of each director is as follows:

John C. Collins	2715 Datura Street Sarasota, FL 34239
Joan R. Bowers	1660 7th Street Sarasota, FL 34236

ARTICLE VII. SUBSCRIBER

The name and address of each person signing these Articles of Incorporation as a subscriber is as follows:

John C. Collins	2715 Datura Street Sarasota, FL 34239
Joan R. Bowers	1660 7th Street Sarasota, FL 34236

ARTICLE VIII. REGISTERED OFFICE


The street address of the initial registered office and the name of its original registered agent is as follows:

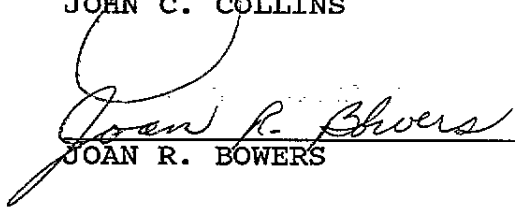
John C. Collins	2715 Datura Street
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ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscriber, proposed by him to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all of the officers and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

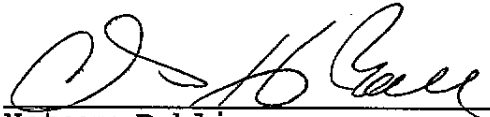
IN WITNESS WHEREOF, I have hereunto set my hand and seal,  
acknowledged and filed the foregoing Articles of Incorporation  
under the laws of the State of Florida, this 14<sup>th</sup> day of January,  
1998.

  
JOHN C. COLLINS

  
JOAN R. BOWERS

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this  
14 day of January, 1998, by John C. Collins, who is personally  
known to me ~~or has produced~~ \_\_\_\_\_ as identification.

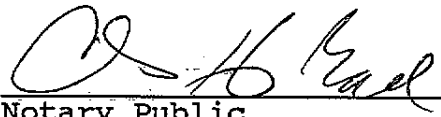
  
Notary Public  
My Commission Expires:



Charles H. Ball  
MY COMMISSION # CC581057 EXPIRES  
October 18, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this  
14 day of January, 1998, by Joan R. Bowers, who is personally  
known to me ~~or has produced~~ \_\_\_\_\_ as identification.

  
Notary Public  
My Commission Expires:



Charles H. Ball  
MY COMMISSION # CC581057 EXPIRES  
October 18, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

Charles H. Ball  
McDANIEL & BALL, P. A.  
1444 First Street  
Sarasota, Florida 34236  
(941) 952-1500

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 48.091, FLORIDA STATUTES THE  
FOLLOWING IS SUBMITTED:

FIRST -- THAT WITHIN REACH, INC.  
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

SARASOTA, STATE OF FLORIDA  
(City) (State)

HAS NAMED JOHN C. COLLINS, LOCATED AT  
(Name of Resident Agent)

2715 Datura Street, Sarasota, Florida 34239,  
(Street address and No. of building, Post Office Box addresses are  
not acceptable.)

CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO  
(City)  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

JOHN C. COLLINS

TITLE PRESIDENT

DATE

1/14/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE

JOHN C. COLLINS, (Resident Agent)

DATE

1/14/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 15 PM 12:43