

KERRY R. SCHWENCKE P.A.
LAW OFFICES

KERRY R. SCHWENCKE, ESQ.
ANNETTE LUMETTA, Paralegal

P98000000 9401

January 26, 1998

Secretary of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

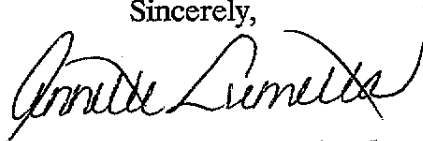
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RE: Worthy-Thomas, Inc. - Articles of Incorporation

Dear Sirs:

Pursuant to the above referenced, enclosed herewith please find the original Articles of Incorporation to be filed by the Secretary of State. Also, attached hereto please find this firms check #5366, in the amount of \$122.50, payable to the Secretary of State. This amount represents the filing fees to file the enclosed Articles of Incorporation and return a Certified Copy back to this office. Upon your receipt and review of this package, should you have any comments or questions concerning this matter, please do not hesitate to immediately contact me. Thank you in advance for your cooperation and expedition of this matter.

Sincerely,


Annette Lumetta, Paralegal

FILED
98 JAN 28 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DME
1-29-98

ARTICLES OF INCORPORATION

OF

WORTHY-THOMAS, INC.

FILED
98 JAN 28 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is WORTHY-THOMAS, INC., and its principal business address is 105 South Narcissus Avenue, Suite #602, West Palm Beach, Florida 33402.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1645 Palm Beach Lakes Boulevard, Suite #720, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is KERRY R. SCHWENCKE, P.A..

ARTICLE VI

Incorporators

The name and address of the person signing these articles is:

KERRY R. SCHWENCKE	1645 Palm Beach Lakes Boulevard
	Suite #720
	West Palm Beach, Florida 33401

ARTICLE VII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

ARTICLE VIII

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any

and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE X

Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

ARTICLE XII

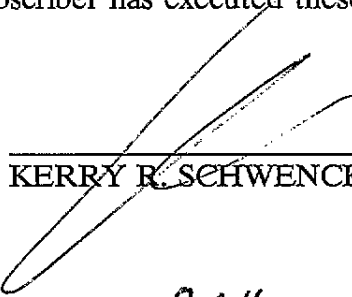
Officers and Directors

The Offices of the corporation will be performed by the following individuals who are also the Directors of the Corporation:

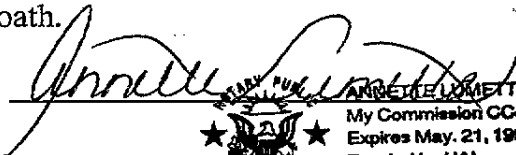
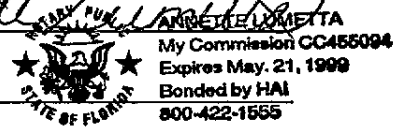
WALTER WORTHY	President/Treasurer/ Director	105 South Narcissus Avenue Suite #602 West Palm Beach, Florida 33401
NORMAN THOMAS	Vice President/ Secretary/Director	105 South Narcissus Avenue Suite #602 West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of January, 1998.

STATE OF FLORIDA
COUNTY OF PALM BEACH

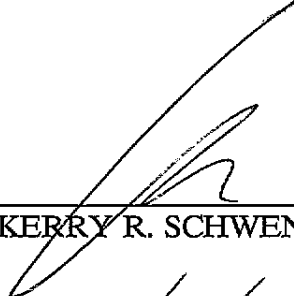

KERRY R. SCHWENCKE

The foregoing instrument was acknowledged before me this 26th day of January, 1998, by KERRY R. SCHWENCKE, who is personally known to me or has produced _____ as identification and who did (did not) take an oath.



(printed)
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By: 
KERRY R. SCHWENCKE

DATE: 1/26/98

FILED
98 JAN 28 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA