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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

23 JANUARY 23 1998

FLORIDA DEPARTMENT OF STATE
409 E GAINES ST.
TALLAHASSEE, FL. 32399

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Dear Sir:

Please find enclosed articles of incorporation that I have FEDEX
EXPRESSED to you. Please expedite and return to me via FED EX N
EXPRESS TO:

DESIGNWORKS OF S.W.FL INC.
SUITE 103
852 FIRST AVE. SOUTH
NAPLES , FL. 34102

Please return the certified copy of the articles by way of FEDERAL
EXPRESS. Please find my FEDEX BILL enclosed to cover return
shipping.

Sincerely:

Lora Potts

LORA POTTS

P. Hall
FEB 16 1998

23 JANUARY 1998

LORA POTTS
C/O DON KNUDSEN
SUITE 103
852 FIRST AVE SOUTH
NAPLES, FL 34102

FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLA. 32314

Dear Sir:

Please find enclosed, Articles Of Incorporation for DESIGNWORKS OF
S.W. FLA.INC. Please contact me if you have any further questions at
941-262-8874.

Sincerely,



LORA POTTS

ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, hereby submit to Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit, the corporation named in Article I below.

ARTICLE I

The name of this Corporation shall be:

DESIGNWORKS OF S.W. FLA.INC.

ARTICLE II, NATURE OF BUSINESS

This Corporation may engage in any activities permitted by the laws of the United States and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7500) shares of common stock, of \$1.00 par value, which shall be documented fully paid and non-assessable, and further, which shall be Section 1244 stock as defined by the Internal Revenue Code.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than one hundred (\$100) dollars.

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the Corporation shall be:

SUITE 103
852 FIRST AVENUE SOUTH
NAPLES, FL. 34102

The Board of Directors may from time to time move the principal office to any other address in Florida.

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ARTICLE VII, INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially. The number of Directors may be either increased or diminished in accordance with the by-laws adopted by the shareholders but never be less than one. The name and address of the initial Director of this Corporation is:

LORA POTTS
SUITE 103
852 FIRST AVENUE SOUTH
NAPLES, FL 34102

ARTICLE VIII, INCORPORATOR

The name and address of the incorporators are:

LORA POTTS
SUITE 103
852 FIRST AVENUE SOUTH
NAPLES, FL 34102

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

ARTICLE XI, SUB CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, LORA POTTS, SUITE 103, 852 FIRST AVENUE SOUTH,
NAPLES FL. 34102 accepts this position as signed below:



LORA POTTS

The Registered Office will be located at SUITE 103, 852 FIRST AVENUE
SOUTH, NAPLES, FL 34102:



LORA POTTS

I hereby am familiar with and accept the duties and responsibilities
as registered agent for said corporation.



LORA POTTS

In WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereinto set my hand and seal this 23rd day of January 1998, for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


LORA POTTS

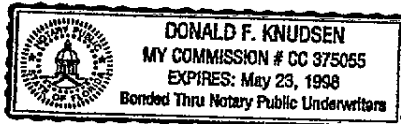
SWORN TO AND SUBSCRIBED BEFORE ME

THIS 23rd DAY OF January 19 98.



NOTARY PUBLIC

MY COMMISSION EXPIRES



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TALLAHASSEE, FLORIDA