

P98000020260

DOWNTOWN BUSINESS SERVICES

26 February 1998

Secretary of State  
Corporation Division of New Filings  
P.O. Box 6327  
Tallahassee, FL 32314

200002444682-3

-03/02/98--01164--007

\*\*\*\*122.50 \*\*\*\*122.50

Re: The Watchers, INC.

To Whom It May Concern:

Enclosed is an original and one copy of the Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is a check in the amount of \$122.50, representing payment of fees as follows:

Filing Fee	\$	35.00
Designation & Acceptance of Registered Agent		35.00
Certified Copy		52.00
TOTAL	\$	122.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

Please file the enclosed Articles of Incorporation and return the certified copy to the undersigned.

Thank you for your attention in this matter.

Sincerely,

SHIRLEY Y. GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT CORP. SUFFIX  
DATE 3-3-98  
DOC. EXAM QN

Shirley P. Yockey

Shirley P. Yockey

DRP/syenclosures Articles of Incorporation (2)

QN 3-3-98

ARTICLES OF INCORPORATION  
OF  
THE WATCHERS, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:

THE WATCHERS, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5244 Springside Court  
Orlando, FL 32819

ARTICLE III - GENERAL NATURE

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV - SHARES

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Harmon David Biehl  
5244 Springside Court  
Orlando, FL 32819

#### ARTICLE VI - DIRECTORS

This corporation shall initially have ONE director. The number of directors may be increased or decreased from time to time by the by-laws adopted by the stockholders but shall never be less than one. The persons named as initial director shall hold office for the first year of the existence of this corporation or until successors are elected or appointed and has qualified, whichever comes first.

The name of the initial director of this corporation and his street address is:

Harmon David Biehl  
5244 Springside Court  
Orlando, FL 32819

#### ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Harmon David Biehl  
5244 Springside Court  
Orlando, FL 32819

#### ARTICLE VIII - TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of the filing of these articles.

#### ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Shareholder's Meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - SECTION 1244

The subscriber desires the corporate stock be issued pursuant to Section 1244 of the Internal Revenue Code and to be taxed as a Subchapter S corporation.

ARTICLE XI - OFFICERS

The name of the officers of the corporation are:

President	Harmon David Biehl
Vice President	Mary Jo Biehl
Secretary	Sarah Biehl

IN WITNESS WHEREOF the undersigned as incorporator has executed the foregoing Articles on this 26th day of February, 1998.

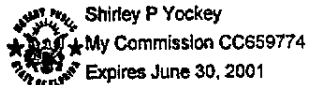
  
Harmon David Biehl

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this, the 26th day of February 1998, by Harmon David Biehl, on behalf of the corporation. He is personally known to me and did not take an oath.

  
NOTARY PUBLIC



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named in these Articles of Incorporation as Registered Agent to accept service of process for the above named corporation, at the place designated in Article V, the undersigned accepts the designation as Registered Agent and agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

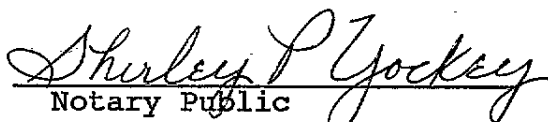
Date: February 26, 1998


  
Registered Agent

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this, the 26th day of February 1998 by Harmon David Biehl on behalf of the corporation. He is personally known by me and did not take an oath.

  
Notary Public

 Shirley P Yockey  
My Commission CC659774  
Expires June 30, 2001