

P98000044155

May 8, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

400002523154--5
-05/14/98-01043--002
****122.50 ****122.50

RE:

Dear Sir/Madam:

Enclosed herewith please find the Articles of Incorporation to be filed for the above referenced corporation.

Also enclosed is a check in the amount of \$122.50 for the following fees incurred with same:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Designated Registered Agent	\$ 35.00
Total	\$ 122.50

Please return a certified copy of the Articles of Incorporation to 1162 W. New Haven Avenue, W. Melbourne, FL 32904.

If you have any questions regarding the above, please do not hesitate to contact me. I thank you for your attention to this matter.

Sincerely,

Larry W. Williams
Larry W. Williams

LWW/ma
Enclosure

FILED
98 MAY 14 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/15-15-98

ARTICLES OF INCORPORATION
OF
Larry W. Williams, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Larry W. Williams, Inc.
and is located at 1162 W. New Haven Avenue, W. Melbourne, FL
32904.

ARTICLE II - DURATION

This corporation shall have a perpetual existence
commencing upon the filing of these Articles of Incorporation by
the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or
promoted are: To manufacture, design, construct, own, use, buy,
sell, lease, hire and deal in and with articles and property of all
kinds and to render services of all kinds, and to engage in any
lawful act or activity for which corporations may be organized
under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares
of \$ 1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting
power for the election of directors, and for all other purposes,
shall be vested exclusively in the holders of the outstanding
common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1162 W. New Haven Avenue, W. Melbourne, FL 32904, and the name of the initial registered agent of this corporation at that address is Larry W. Williams.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than four. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Larry W. Williams	1162 W. New Haven Avenue
	W. Melbourne, FL 32904

ARTICLE VIII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Larry W. Williams	1162 W. New Haven Avenue
	W. Melbourne, FL 32904

ARTICLE IX - BYLAWS

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

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute 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 section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, 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 stockholders 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, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII 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 shareholders is subject to this reservation.


ARTICLE XIV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

ARTICLE XV - SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 if the Internal Revenue Code and that the corporation's stock shall issued under Section 1244 I.R.C.

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

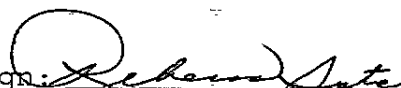


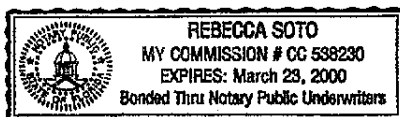
Larry W. Williams

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 12th day of May, 1998, by Larry W. Williams, who is personally known to me or who produced the following identification FDL# W 452-539-52-261 and who did take an oath.

NOTARY PUBLIC:

Sign: 
Print: REBECCA SOTO
State of Florida (SEAL)
My Commission Expires




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Larry W. Williams, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of W. Melbourne, County of Brevard, State of Florida, has named Larry W. Williams, located at 1162 W. New Haven Avenue, W. Melbourne, FL 32904, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Larry W. Williams

FILED
98 MAY 14 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA