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May 20, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002533345--6
-05/22/98--01062--001
****105.00 *****70.00

RE: JOE WATSON, INC.

Enclosed are the original Articles of Incorporation for the above named proposed Florida Corporation along with the Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida to free up the name Joe Watson, Inc. for use by the new Florida Corporation. Joe Watson, Inc., which was assigned document no. F 94000001269, is an Ohio Corporation which will be dissolved.

Also enclosed is a check in the amount of \$105.00 representing the fees for filing, Designation of Resident Agent, and withdrawal of authority.

Thank you for your assistance in this matter.

Very truly yours,

David P. Johnson

DAVID P. JOHNSON

Enclosure
cc: file
DPI:nlh

FILED
98 JUN -1 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

205

ARTICLES OF INCORPORATION
OF
JOE WATSON, INC.

FILED
98 JUN - 1 PM 1:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is JOE WATSON, INC.

ARTICLE II

The address of the principal office of the Corporation is 3616 Casey Key Road, Nokomis, Florida 34275. The mailing address of the Corporation is 3616 Casey Key Road, Nokomis, Florida 34275.

ARTICLE III

The number of shares the Corporation is authorized to issue is Seven Thousand, Five Hundred, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The street address of the Corporation's initial registered office is 3616 Casey Key Road, Nokomis 34275 and initial Registered Agent for the Corporation at that address is MARJORIE J. WATSON.

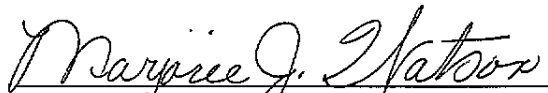
ARTICLE V

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

as Incorporator is:

<u>Name</u>	<u>Address</u>
Marjorie J. Watson	3616 Casey Key Road Nokomis, Florida 34275

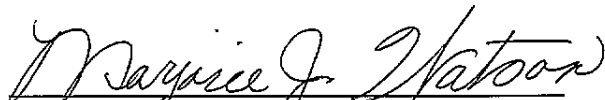
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of May, 1998.


MARJORIE J. WATSON

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for JOE WATSON, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: May 20, 1998


MARJORIE J. WATSON

Corpform\Joe Watson, Inc.

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TALLAHASSEE, FLORIDA