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TELEPHONE (904) 355-1330
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PLEASE REPLY TO:
POST OFFICE BOX 53075
JACKSONVILLE, FLORIDA 32201-3075

July 17, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50


Re: GWH Services, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of Articles of Incorporation for the above-referenced corporation which we request you file together with our check in the amount of \$122.50 (\$35.00 filing fee; \$52.50 certified copy; \$35.00 registered agent designation).

Once filed, please return a certified copy of the Articles to the undersigned.

Very truly yours,


Calvin E. Hayden

CEH/blp

Enclosures

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FILED
98 AUG 24 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-25-98
MM

ARTICLES OF INCORPORATION

OF

GWH SERVICES, INC.

FILED
98 AUG 24 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida, and does hereby certify that the following Articles of Incorporation have been adopted:

ARTICLE I

The name of the corporation is

GWH Services, Inc.

ARTICLE II

This corporation shall have perpetual existence and its existence shall commence on the date which these articles are subscribed and acknowledged.

ARTICLE III

This corporation is organized to engage in any and all lawful purposes, activity or business which corporations may be permitted under the laws of the United States and of the State of Florida; including but not in any way limiting its power, to buy, hold, own, work, develop, improve, divide, sub-divide, manufacture, process, sell, convey, lease, mortgage, pledge, exchange and otherwise deal in and dispose of, on its own account or on commission, property of all kinds, real, personal and mixed, including stocks, bond, and securities issued or created by any other corporations in any state or county, and whether now or hereafter organized, and including rights, easements and incorporeal hereditaments, appurtenant thereto, and including patents, patent rights, and processes, water

rights, permits, privileges, franchises, licenses, sewage systems, water power and water works, plants for the generation, distribution and supply of electricity, gas, steam and other agencies for light and heat and other purposes to which the same might be adapted; to build, construct, maintain and operate any of the properties above mentioned and supply conveniences therefrom; and while the owner of any property, to exercise all the rights, powers and privileges of ownership to the same extent as natural persons might do, including the right to vote the stock of other corporations owned by it; to be a promoter, incorporator, partner member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; to underwrite the sale of stock, bonds and securities issued by other corporations; to borrow money and secure the same and monies otherwise owing by mortgages, debentures, bonds, deeds, notes or other obligations therefore; to lend money, to employ its surplus and earned surplus in the purchase of or acquisition of its shares or obligations, from time to time as its Directors may determine, and to hold the same in its Treasury to be thereafter sold, issued, or disposed of when and in such manner as the Board of Directors of the corporation may deem expedient; to enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, parish, state, territory or government; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts bills of exchange, warrants, debentures and other negotiable or

transferrable instruments; to carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere without restriction as to any of the powers herein set forth, to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, or otherwise, alone or in company with others, to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the businesses or acts above named, and to have all the general powers as set out in Florida Statutes, Section 607.0302. The intention is that none of the objects and powers hereinabove specified and clauses contained in this Article, except where otherwise specified in this Article, in no way shall be limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article herein, but that the objects are regarded as independent objects and powers.

ARTICLE IV

The maximum number of shares of common stock that this corporation is authorized to issue and to have outstanding at any time is 1,000 shares, having a par value of One Dollar (\$1.00) per share. All common stock shall be fully paid and nonassessable.

ARTICLE V

Every shareholder, upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of

fractional shares), at the price at which is offered to others.

ARTICLE VI

(a) The street address of the initial registered office of this corporation is 950-23 Blanding Blvd., Suite 113, Orange Park, Florida 32065, and the name of the initial Registered Agent of this corporation at that address is George W. Hayden.

(b) The principal office address and mailing address of this corporation is c/o George W. Hayden, 950-23 Blanding Blvd., Suite 113, Orange Park, Florida 32065.

ARTICLE VII

This corporation shall have one director(s) initially. The number of directors may be increased or decreased from time to time by majority vote of the shareholders, but shall never be less than one (1). The name and address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, by the By-laws of this corporation and the laws of the State of Florida, shall hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death, is as follows:

<u>Name</u>	<u>Address</u>
George W. Hayden	950-23 Blanding Blvd. Suite 113 Orange Park, Florida 32065

ARTICLE VIII

The name and street address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
George W. Hayden	950-23 Blanding Blvd. Suite 113 Orange Park, Florida 32065

ARTICLE IX

The officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE X

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

ARTICLE XI

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred on shareholders herein are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 21st day of August, 1998, for the purpose of forming this corporation under the laws of the State of

Florida, and hereby makes and files, in the office of the Secretary of State of Florida, these Articles of Incorporation, and certifies that the facts herein stated are true.

George W. Hayden
George W. Hayden

STATE OF FLORIDA

COUNTY OF CLAY

BEFORE ME, personally appeared George W. Hayden, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal this 21 day of August, 1998.



Shelly L. Bemis
My Commission CC742431
Expires May 13, 2002

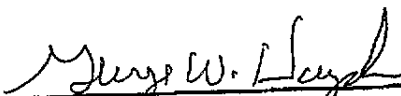
Shelly L. Bemis
Notary Public State of Florida
My Commission Expires: May 13, 2002

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

Pursuant to Chapter 48.091, Florida Statutes, GWH Services, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Orange Park, County of Clay, State of Florida, has named George W. Hayden located at 950-23 Blanding Blvd., Suite 113, Orange Park, Florida 32065, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

The undersigned 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 my office open.


George W. Hayden

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA