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Collins, Brown, Caldwell,
Barkett, Rossway, Garavaglia & Moore

CHARTERED

ATTORNEYS AT LAW

756 BEACHLAND BOULEVARD

VERO BEACH, FLORIDA 32963

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GEORGE G. COLLINS, JR.*
MICHAEL J. GARAVAGLIA
JOHN E. MOORE, III**
BRADLEY W. ROSSWAY
LISA N. THOMPSON

PLEASE REPLY TO:

POST OFFICE BOX 3686
VERO BEACH, FLORIDA 32964

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

October 26, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

400002670904--4
-10/23/98--01027--007
****122.50 *****78.75

Re: WILL-IT CORPORATION

Dear Sir or Madam:

Enclosed please find an original and one conformed copy of the Articles Of Incorporation for the above-named corporation. We would appreciate the filing of these original Articles with your office and returning the conformed copy with your Certificate attached to the undersigned.

We are also enclosing our trust check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.50
Certified Copy	\$ 52.00
Registered Agent Form	\$ 35.00

Please process these Articles as quickly as possible and return the Certified Copy to me as requested above.

Thank you very much for your courtesies and assistance in this matter.

CBB/dw
Enclosures

Very truly yours,
Calvin B. Brown/dw
CALVIN B. BROWN

T. SMITH OCT 26 1998

ARTICLES OF INCORPORATION

OF

WILL-IT CORPORATION

ARTICLE I - NAME

The name of this corporation is WILL-IT CORPORATION.

ARTICLE II - DURATION

This corporation shall have perpetual existence according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The amount of capital stock authorized for the corporation is a maximum of One Hundred (100) shares of common stock, having a no par value per share, and which shall be issued as fully paid and non-assessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such By-Laws as the corporation shall, from time to time, make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 60 Sixth Avenue, Vero Beach, Florida 32962, and the name of the initial Registered Agent of this corporation is W. C. LAMM.

FILED
98 OCT 23 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors of this corporation shall be no more than four (4). The name and address of the initial sole Director of this corporation is as follows:

NAME	ADDRESS
William C. Lamm	60 Sixth Avenue Vero Beach, FL 32962

ARTICLE VII - INCORPORATION

The name and address of the person signing these Articles are: W. C. Lamm, 60 Sixth Avenue, Vero Beach, FL 32962.

ARTICLE VIII

The Corporation or the Stockholders may include in their agreement between themselves the following as valid matters of agreement.

- A. Any limitation or restraint upon the transferability, alienation or assignment of stock;
- B. Any limitation or restraint upon the encumbrance or pledge of stock;
- C. Any agreements conferring preemptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;
- D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders, and;
- E. Any and all such agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.

ARTICLE IX

The corporation reserves the right to amend, alter or change or repeal any provision contained in this Certificate of Articles of Incorporation, in the manner now or hereafter prescribed by applicable provision by law, and all rights and powers conferred upon Stockholders, Directors and Officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of October, 1998.



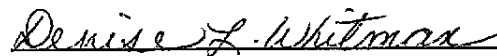
W. C. LAMM

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BEFORE ME, the Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared W. C. LAMM, known to me and known by me to be the person who executed the foregoing Articles Of Incorporation and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County last aforesaid this 20th day of October, 1998.



Notary Public, State of Florida

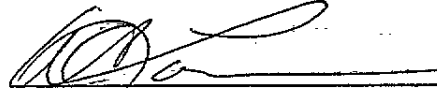
My Commission Expires:



DENISE L. WHITMAN
MY COMMISSION # CC473177 EXPIRES
July 16, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE

I, W. C. LAMM, hereby accept the designation of Registered Agent of this corporation. My Address is: 60 Sixth Avenue, Vero Beach, FL 32962.


W. C. LAMM

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First: That WILL-IT CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Vero Beach, County of Indian River, State of Florida, has named W. C. LAMM, at 60 Sixth Avenue, City of Vero Beach, County of Indian River, State of Florida, Zip 32962, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

(must be signed by Designated Agent)

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

BY: 

W. C. LAMM

Registered Agent

98 OCT 23 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FL 32304

FILED