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November 5, 1998

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*****70.00 *****70.00

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

Subject: ANNE WILLIAMS, INC.
Proposed Corporation Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$70.00, broken down as follows:

Filing of New Corporation	\$ 35.00
Registered Agent Designation	\$ 35.00

Total:	\$ 70.00
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From: ANNE WILLIAMS
3700 Beach Drive SE
St. Petersburg, Florida 33705

FILED
98 NOV 23 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
11-25-98

ARTICLES OF INCORPORATION

OF

ANNE WILLIAMS, INC.

FILED

98 NOV 23 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as an incorporator of a corporation under the Florida General corporation Act, adopt the following articles of Incorporation for such corporation:

ARTICLE I

The name and address of the corporation is:

ANNE WILLIAMS, INC.
3700 Beach Drive SE
St. Petersburg, Florida 33705

ARTICLE II

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

The period of duration of the corporation is perpetual.

ARTICLE V

The name and address in this state of the corporation's initial agent for service of process is:

ANNE WILLIAMS
3700 Beach Drive SE
St. Petersburg, Florida 33705

ARTICLE VI

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the by-laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII

The name and address of the Director of this corporation is:

ANNE WILLIAMS
3700 Beach Drive SE
St. Petersburg, Florida 33705

ARTICLE VIII

The name and address of the Incorporator signing these Articles is:

ANNE WILLIAMS
3700 Beach Drive, SE
St. Petersburg, Florida 33705

ARTICLE IX

Stock Certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the by-laws of this corporation.

ARTICLE X

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 at the shareholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

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

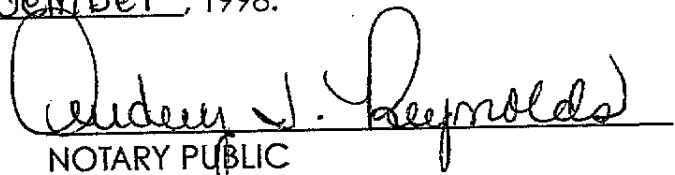
IN WITNESS WHEREOF, THE UNDERSIGNED does set his or her hand and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 11 day of November, 1998.

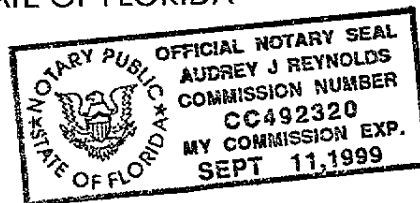

ANNE WILLIAMS

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared ANNE WILLIAMS, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 11th day of November, 1998.


NOTARY PUBLIC
STATE OF FLORIDA



FILED

98 NOV 23 AM 11:30

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THIS STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48, Florida Statutes, the following is submitted, in compliance with said act:

ANNE WILLIAMS, INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 3700 Beach Drive, SE, St. Petersburg, Florida 33705, has named ANNE WILLIAMS, located at the above registered office as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

By: 
ANNE WILLIAMS
Registered Agent

Date: 11-11-98