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J. MARSHALL FRY
ATTORNEY AND COUNSELOR AT LAW

1051 Nokomis Street
Clearwater, Florida 33755

Telephone (727)461-2150
Facsimile (727)441-3176

November 5, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Articles of Incorporation for
William Clare Enterprises, Inc.

100002683601--4
-11/09/98--01128--023
****122.50 *****78.75

Ladies and Gentlemen:

Enclosed are the Articles of Incorporation for a business to be incorporated as William Clare Enterprises, Inc., and a copy of the Assignment of Name, assigning the right to use the name by the recently dissolved corporation to the new corporation. Additionally, enclosed is my check in the amount of \$122.50, representing the following:

Filing Fees	\$ 35.00
Designation of Registered Agent	35.00
Certificated Copy of Articles	<u>52.50</u>
Total -	\$122.50

If you have any questions, or comments, please contact me.
Thank you for your time and cooperation.

Best regards,

J. Marshall Fry

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -1 AM 9:53
W98-25

A. Purinton NOV 13 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 16, 1998

J. MARSHALL FRY
1051 NOKOMIS ST.
CLEARWATER, FL 33755

W98 -25581

We have received your document for WILLIAM CLARE ENTERPRISES, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Submission of the affidavit is the only acceptable way of releasing the name.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 798A00054945

ARTICLES OF INCORPORATION

OF

WILLIAM CLARE ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC -1 AM 7:54

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

WILLIAM CLARE ENTERPRISES, INC.

ARTICLE II - ADDRESS

The corporate/principal address of the corporation shall be:

2936 Lake Valencia Boulevard East
Palm Harbor, Florida 34684

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSES

The general character or nature of the business to be transacted by this Corporation is to do any and all legal acts as permitted under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 10,000 shares of voting common stock, each having the par value of \$1.00.

ARTICLE VI - NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name and address of its initial Registered Agent is:

NAME	ADDRESS
William R. Zisa	2936 Lake Valencia Blvd. East Palm Harbor, Florida 34684

ARTICLE VII - INCORPORATORS

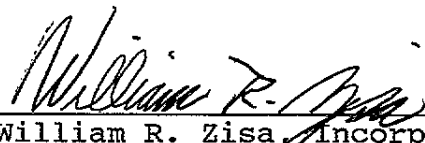
The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
William R. Zisa	2936 Lake Valencia Blvd. East Palm Harbor, Florida 34684
Marci Lee Switzer	2936 Lake Valencia Blvd. East Palm Harbor, Florida 34684

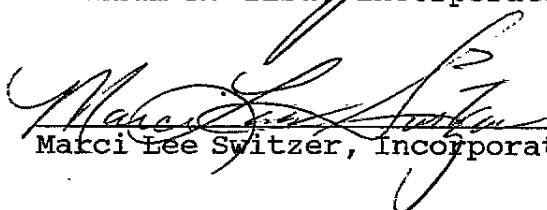
ARTICLE VIII - DATE OF COMMENCEMENT

The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of November, 1998.



William R. Zisa, Incorporator



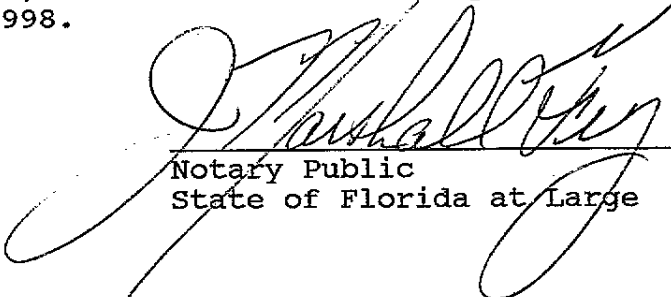
Marci Lee Switzer, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally

appeared William R. Zisa and Marci Lee Switzer, who are personally known to me, and who did take an oath, and acknowledged to me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of November, 1998.



Notary Public
State of Florida at Large

My Commission Expires:



J. Marshall Fry
MY COMMISSION # CC602720 EXPIRES
October 17, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

DEPARTMENT OF STATE


Certificate designating place of business or domicile for the Service of Process within this State, Naming Agent upon whom Process may be served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

WILLIAM CLARE ENTERPRISES, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 2936 Lake Valencia Boulevard East, Palm Harbor, Florida 34684, has named William R. Zisa of 2936 Lake Valencia Boulevard East, Palm Harbor, Florida 34684, as its agent to accept service of process within the State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep the office at the designated address open during prescribed hours; and to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.



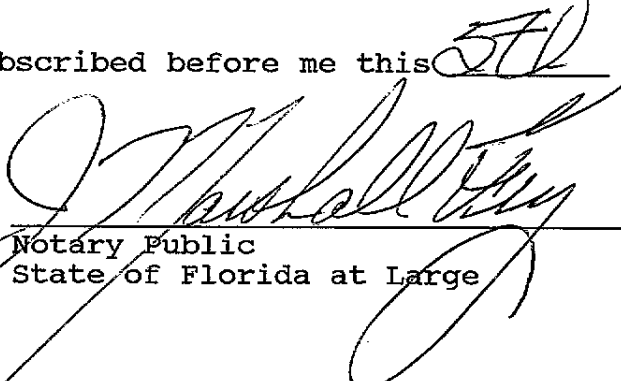
Registered Agent
William R. Zisa

AFFIDAVIT:

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared William R. Zisa, who, being personally known to me, and who did take an oath, deposes and says that he executed the foregoing instrument for the purposes expressed therein.

SWORN TO and subscribed before me this 5th day of November, 1998.



Notary Public
State of Florida at Large

My Commission Expires:



J. Marshall Fry
MY COMMISSION # CG502720 EXPIRES
October 17, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

AFFIDAVIT CERTIFYING INTENTION NOT TO REINSTATE CORPORATION

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared WILLIAM R. ZISA, who, being personally known to me, and who was given an oath, states:

1. He is the last director and officer, sole shareholder, and trustee of WILLIAM CLARE ENTERPRISES, INC., an administratively dissolved corporation, Department of State Document No. L81817, and Federal Tax Identification No. 59-3018016.

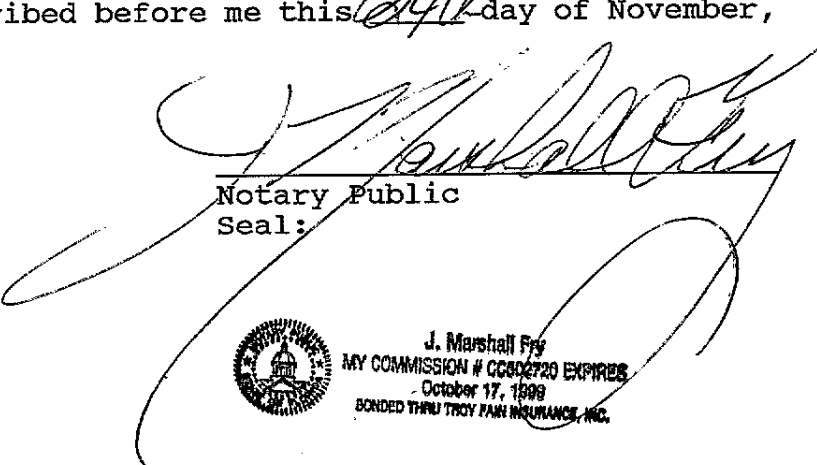
2. He and anyone else associated with the dissolved corporation have no intention to reinstate the corporation, and therefore release the name "WILLIAM CLARE ENTERPRISES, INC." for use by William R. Zisa and Marci Lee Switzer, as incorporators of an entity using the same name.

DATED this 24th day of November, 1998.



William R. Zisa

SWORN TO and subscribed before me this 24th day of November, 1998.



Notary Public
Seal:



J. Marshall Fry
MY COMMISSION # CC002720 EXPIRES
October 17, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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