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DEPARTMENT OF STATE
CORPORATE RECORDS/
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314

NOVEMBER 30, 1998

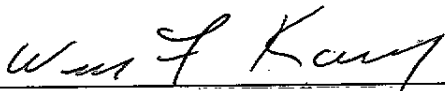
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THE HONORABLE SECRETARY OF STATE:

ENCLOSED IS THE ORIGINAL AND COPY OF THE ARTICLES OF INCORPORATION FOR
MICHWILL, INC.

A CHECK PAYABLE TO THE SECRETARY OF STATE FOR THE FEES IS ENCLOSED.
YOUR CONSIDERATION IN ESTABLISHING THE CORPORATION IS APPRECIATED.

YOURS VERY TRULY,


WILLIAM F. KING, PRESIDENT
5107 27TH AVENUE SOUTH
GULFPORT, FLORIDA 33707

PHONE/FAX
(727)321-3619

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

MICHWILL, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, COMPETENT TO CONTRACT,
HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE ONE - CORPORATE NAME

THE NAME OF THE CORPORATION IS:

MICHWILL, INC.

ARTICLE TWO - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED UNDER FLORIDA LAW.

ARTICLE THREE - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY LAWFUL ACTIVITY OR BUSINESS
PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE FOUR - CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS
ONE HUNDRED (100). THE PAR VALUE OF THE SHARES SHALL BE ONE DOLLAR EACH. (\$1.00)

ARTICLE FIVE - COMMENCEMENT OF BUSINESS

THE CORPORATION WILL COMMENCE BUSINESS JANUARY 1, 1999, WHEN IT HAS RECEIVED, FOR THE ISSUANCE
OF SHARES THE CONSIDERATION OF THREE THOUSAND DOLLARS (\$3,000.00) CONSISTING OF EQUIPMENT,
PROPERTY, OR MONIES.

ARTICLE SIX - BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY, AND MAY BE INCREASED OR DIMINISHED FROM
TIME TO TIME AS ALLOWED BY THE BY-LAWS, BUT NEVER LESS THAN ONE.

THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS:

WILLIAM F. KING 5107 27TH AVENUE SOUTH, GULFPORT, FL 33707

MICHELE P. KING 5107 27TH AVENUE SOUTH, GULFPORT, FL 33707

PAGE TWO OF TWO

ARTICLE SEVEN

THE ADDRESS OF THE PRINCIPLE OFFICE OF THE CORPORATION SHALL
BE: 5107 27TH AVE S. GULFPORT, FL. 33707

ARTICLE EIGHT

THE BOARD OF DIRECTORS IS EMPOWERED TO MAKE, ALTER, OR REPEAL
ANY OR ALL OF THE BY-LAWS ESTABLISHED FOR THE CORPORATION,
WITHOUT RESTRICTION OF THEIR POWERS CONFERRED BY STATUTE.

ARTICLE NINE

THE ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IS:
5107 27TH AVE S. GULFPORT, FL. 33707

ARTICLE TEN

THE NAME AND ADDRESS OF THE INCORPORATORS ARE:

WILLIAM F. KING, AND MICHELE P. KING, 5107 27TH AVE S.
GULFPORT, FL. 33707

SIGNED THIS 3rd DAY OF December 1998.

SIGNED: William F. King

SIGNED: Michele P. King

THE REGISTERED AGENT OF THE CORPORATION
THE REGISTERED AGENT FOR THE CORPORATION IS,

WILLIAM F. KING

I, WILLIAM F. KING, ACCEPT THE OFFICE OF REGISTERED AGENT FOR
MICHWILL, INC., AND AGREE TO MAINTAIN SAID OFFICE AS REQUIRED.

SIGNED William F. King
WILLIAM F. KING

THIS 3rd DAY OF December 1998

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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