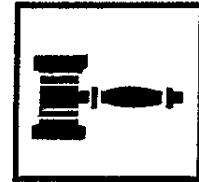


DOCUMENT TYPING SERVICE

2715 N. Cocoa Boulevard (U.S. 1)
Cocoa, Florida 32922
(407) 633-9353



December 28, 1998

P98000108237

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

Re: WILLIAMS & ASSOCIATES, INC.

EFFECTIVE DATE
1-1-99

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ 78.75 which represents the following:

FILING FEE & CERTIFICATE

800002726118--1

-12/30/98--01040--023

*****78.75 *****78.75

Please file the original of the enclosed Articles of Incorporation and return the necessary paperwork to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

FILED
98 DEC 30 AM 11:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ajc
12/31

ARTICLES OF INCORPORATION
OF
WILLIAMS & ASSOCIATES, INC.

FILED
98 DEC 30 AM 11:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, INCORPORATORS, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be WILLIAMS & ASSOCIATES, INC.
The principal place of business of this corporation shall be:
8570 Commerce Street Suite 214, Cape Canaveral, FL 32920.

EFFECTIVE DATE
1-1-99

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
One Hundred (100) shares at no par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V COMMENCEMENT OF BUSINESS

This corporation shall commence doing business on January 1, 1999.

ARTICLE VI OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, are:

SANDRA K. WILLIAMS
111 Ocean Garden Lane
Cape Canaveral, FL 32920

DONALD E. WILLIAMS
111 Ocean Garden Lane
Cape Canaveral, FL 32920

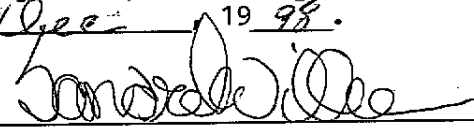
ARTICLE VII INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

SANDRA K. WILLIAMS
111 Ocean Garden Lane
Cape Canaveral, FL 32920

DONALD E. WILLIAMS
111 Ocean Garden Lane
Cape Canaveral, FL 32920

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 23 day of Dec 19 98.


SANDRA K. WILLIAMS

Incorporator

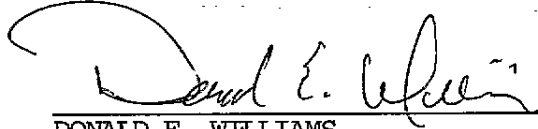

DONALD E. WILLIAMS

Incorporator


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: WILLIAMS & ASSOCIATES, INC.
2. The name and address of the registered agent and office is:
DONALD E. WILLIAMS, 8570 Commerce Street Suite 214, Cape Canaveral,
Florida 32920.


DONALD E. WILLIAMS
Vice President
Title: _____
Date: 12/23/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


DONALD E. WILLIAMS
Registered Agent:
Date: 12/23/98

FILED
98 DEC 30 AM 11:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA