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ALEXIS PARKER
ATTORNEY AT LAW
2021 HENDRY, SUITE 101
FORT MYERS, FLORIDA 33901

(941) 337-0078

February 2, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

700002763547-6
-02/03/99-01052-015
122.50 **78.75

RE: Articles of Incorporation

Dear Sir/Madam:

Please process the enclosed Articles of Incorporation for William & Waddell, Inc. The original Articles, one copy, and a check for \$122.50 are included.

Please send the certified copy and acknowledgment to the above address via Federal Express. I have enclosed a prepaid Federal Express envelope.

Thank you for your kind attention.

Sincerely,



Alexis Parker

AAP/af

Enclosures

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
99 FEB -3 AM 10:25

ARTICLES OF INCORPORATION
OF
WILLIAM & WADDELL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB -3 AM 10:25

ARTICLE I

Name

The name of the corporation is William & Waddell, Inc.

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Principal Office and Mailing Address

The principal place of business of the corporation is at 1291 Claret Court, Fort Myers, FL 33919. The mailing address of the corporation is the same.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office is at 1291 Claret Court, Fort Myers, FL 33919. The name of the initial registered agent at that address is Todd Nugent.

ARTICLE V

Authorized Shares

The corporation is authorized to issue 100,000 shares of common stock.

ARTICLE VI

Directors

The initial board of directors shall consist of 1 member. The names and addresses of the members of the first board of directors are:

Todd Nugent
1291 Claret Court
Fort Myers, FL 33919

ARTICLE VII

Incorporators

The name and address of the incorporator is Alexis Parker,
2021 Hendry Street, Ft. Myers, Florida 33901.

IN WITNESS WHEREOF, I have executed these articles of
incorporation this 2nd day of February, 1999.



Alexis Parker


CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is William & Waddell, Inc.
2. The address of the registered office is 1291 Claret Court, Fort Myers, FL 33919.
3. The name of the registered agent at the registered office is Todd Nugent.

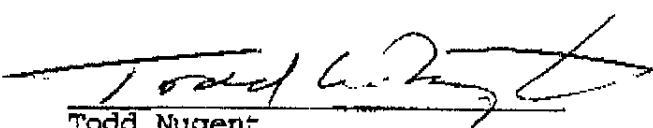
Dated: 2/2/99

William & Waddell, Inc.


Alexis Parker, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 2-2-99


Todd Nugent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -3 AM 10:25