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WESTMAN AND LINTZ
ATTORNEYS AT LAW
1970 MICHIGAN AVENUE - BUILDING F
COCOA, FLORIDA 32922

ROBERT T. WESTMAN
LESTER LINTZ

TELEPHONE 407/690-1970
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February 24, 1999

SECRETARY OF STATE
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, Florida 32301

Re: WATSON BAXLEY GROVES, INC.

Enclosed find Articles of Incorporation and Registered Agent Certificate for the above corporation, together with a check made payable to your order for \$122.50.

Please return a certified copy of the Articles and Certificate.

Sincerely,

Robert T. Westman
Robert T. Westman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
WATSON BAXLEY GROVES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is WATSON BAXLEY GROVES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1445 Cox Road, Cocoa, Florida. The name of the initial registered agent of this corporation at that address is BRUCE WATSON.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:
BRUCE WATSON, 1445 Cox Road, Cocoa, Florida.

ARTICLE VIII - - INCORPORATOR

The name and address of the person signing these articles as incorporator is BRUCE WATSON, 1445 Cox Road, Cocoa, Florida.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the stockholders.

ARTICLE X - COMPENSATION OF DIRECTORS

The stockholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.


ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 24 day of February 1999.



BRUCE WATSON

STATE OF FLORIDA
COUNTY OF BREVARD

The execution of the foregoing articles of incorporation were
acknowledged before me on this 24th day of February 1999 by BRUCE
WATSON who is personally known to me.

Ann N. Radlein

Notary Public



ANN N RADLEIN
My Commission CC481808
Expires Jun. 17, 1999
Bonded by ANB
800-852-5878

REGISTERED AGENT CERTIFICATE

The below named corporation maintains an office at the address below, and appoints the below named person as its registered agent thereat to accept service of process on behalf of said corporation:

REGISTERED AGENT'S NAME: BRUCE WATSON
PRINCIPAL STREET ADDRESS 1445 Cox Road
OF CORPORATION: Cocoa, Florida

WATSON BAXLEY GROVES, INC.

By Bruce Watson
BRUCE WATSON, President
President

The undersigned, having been appointed as registered agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.

Bruce Watson
Registered Agent

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TALLAHASSEE, FLORIDA