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Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 10 PM 6:22

NOTARY PUBLIC

TELEPHONE 727 559-8505
FACSIMILE 585-9184

June 1, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/10/99--01028--015
*****78.75 *****78.75

TRANSMITTAL LETTER

SUBJECT: WILL PAGE 52, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate of Status.

Thank you.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,



Barbara S. Hicks

D. BROWN JUN 1 1 1999

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ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **WILL PAGE 52 , INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**3801 W. Gandy Blvd.
Suite B
Tampa, Florida 33611**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **One thousand (1,000) shares.**

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Bryan E. Pennington
3801 W. Gandy Boulevard
Suite B
Tampa, FL 33611
813/ 835-7243**

ARTICLE V
INCORPORATORS

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

Bryan E. Pennington
Director & President

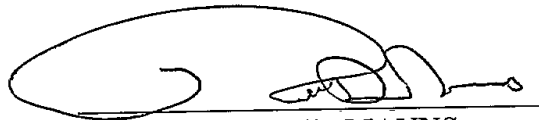
Robert D. Manns
Vice President

3801 W. Gandy Boulevard
Suite B
Tampa, FL 33611

The undersigned incorporators have executed these Articles of Incorporation this 5 day of June, 1999.



BRYAN E. PENNINGTON
Director & President



ROBERT D. MANNS
Vice President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

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Pursuant to the provisions of section 607.0501, 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 is: WILL PAGE 52 , INC.
2. The name and address of the registered agent and office is:

BRYAN E. PENNINGTON
3801 W. Gandy Boulevard
Tampa, Florida 33611
813/ 835-7243

Having been named as registered agent and to accept service of process for the above stated 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.


BRYAN E. PENNINGTON

This 5 day of June, 1999.