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ROBERT L. UNDERWOOD, P.A.
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June 29, 1999

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, Florida 32314

100002919681--2
-06/30/99--01060--008
*****78.75 *****78.75

Re: Michael Walther Services, Inc.
Articles of Incorporation

Dear Secretary of State:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 8.75
Total	\$ 78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Robert L. Underwood
3900 City of Oaks Wynd
Raleigh, NC 27612

Respectfully submitted,

RLU

Robert L. Underwood

FILED
JUN 30 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MICHAEL WALTHER SERVICES, INC.

FILED
99 JUN 30 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is MICHAEL WALTHER SERVICES, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

AMENDMENT OF ARTICLES

The power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 537 East Park Avenue, Tallahassee, FL 32301. The initial registered agent of this corporation is Robert L. Underwood, whose mailing address is 537 East Park Avenue, Tallahassee, FL 32301.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Directors and Officers of the Corporation, who shall hold such offices for the first year and/or until their successors are chosen and duly qualified, shall be:

MICHAEL WALTHER
2441 BELLEVUE AVENUE
DAYTONA BEACH, FLORIDA 32144

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Robert L. Underwood
537 East Park Avenue
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the day of Dec 29, 1999.

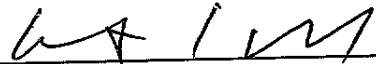

Robert L. Underwood

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

That MICHAEL WALTHER SERVICES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 537 East Park Avenue, Tallahassee, FL 32301, has named as its agent ROBERT L. UNDERWOOD, located at 537 East Park Avenue, Tallahassee, FL 32301, to accept service of process within Florida.

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.

DATED this 29th day of June, 1999.


Robert L. Underwood
Registered Agent

FILED
99 JUN 30 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA