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FLORIDA PROFIT CORPORATION OR P.A.

WILLIAM A. WATERS, III, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 12, 1999

HARRIS, BARRETT, MANN & DEW

SUBJECT: WILLIAM A. WATERS, III, INC.
REF: W99000018657

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ARTICLES OF INCORPORATION

OF

WILLIAM A. WATERS, III, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is WILLIAM A. WATERS, III, INC.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business
permitted under the laws of the United States and of the State of
Florida.

THIS INSTRUMENT WAS PREPARED BY:
JOHN C. DEW, ESQUIRE
HARRIS, BARRETT, MANN & DEW, L.L.P.
P.O. DRAWER 1441
ST. PETERSBURG, FL 33731-1441
(727) 892-3100
FBN: 0019411

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ARTICLE IIICAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand shares of common stock of One and NO/100 (\$1.00) Dollars per share par value.

ARTICLE IVDURATION

This corporation is to exist perpetually.

ARTICLE VPRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 17713 Wall Circle, Redington Shores, Pinellas County, Florida 33708.

The name and street address of the initial registered agent of the corporation in the State of Florida is: William A. Waters, III, 17713 Wall Circle, Redington Shores, FL 33708. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

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ARTICLE VIINITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have one (1) directors, the names of whom are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William A. Waters, III	17713 Wall Circle Redington Shores,FL 33708

ARTICLE VIOFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
William A. Waters, III	President/Secretary

ARTICLE VIICOMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

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ARTICLE VIIIBY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE IXAMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

ARTICLE XINCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAMEADDRESS

William A. Waters, III 17713 Wall Circle
Redington Shores, FL 33708

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IN WITNESS WHEREOF, these Articles of Incorporation have been
signed, as Incorporator, by: William A. Waters, III.

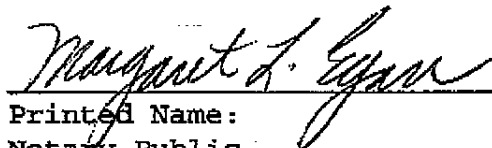
Dated this 11th day of Agst, 1999.


WILLIAM A. WATERS, III

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th
day of August, 1999, by William A. Waters, III, who is
personally known to me ~~or who has produced~~
~~as identification.~~



Printed Name:

Notary Public

My Commission Expires:

Serial Number:

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Margaret L. Egan
MY COMMISSION # CC501305 EXPIRES
January 31, 2000
BONDED THRU TROY FARM INSURANCE, INC.

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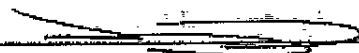
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First --- That WILLIAM A. WATERS, III, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named WILLIAM A. WATERS, III, located at 17713 Wall Circle, Redington Shores, FL 33701, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent

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