

P99000091955

IDW, Inc

PHONE / FAX 407.849.1335 • E-MAIL IDW@GDI.NET
P.O. Box 547624 • ORLANDO, FL • 32854

October 6, 1999

Florida Department of State
Bureau of Corporate Records
Division of Corporations
Tallahassee, FL 32314

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-10/15/99--01023--001
*****78.75 *****78.75

Dear Sirs:

Please find enclosed the articles of incorporation for IDW, Inc., along with a check for \$78.75 for filing, certified copy, and registered agent designation fees.

Please send acknowledgement to:

Dean Stoddart
IDW, Inc.
616 West Hazel Street
Orlando, FL 32804

FILED
99 OCT 15 AM 7:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*If I added RA
Acceptance to Act. XI
I sent my note.*

*CB
10-20-99
4*

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ARTICLES OF INCORPORATION OF IDW, INC.

The undersigned incorporator makes, acknowledges, and files with the Department of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

Article I Name and Address

The name of this corporation shall be IDW, Inc., and its principal place of business shall be 616 West Hazel Street, Orlando, Florida, 32804; but it may establish branch offices at any other points deemed advisable by its board of directors within the State of Florida.

Article II Term of Existence

This corporation shall have a perpetual existence.

Article III Nature of Business

The purpose or purposes for which the corporation is organized is to engage or transact in any and all lawful activities or business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the State, territory, district, or possession of the United States, or by the foreign country.

Article IV Capital Structure

The maximum number of shares of stock that this corporation is authorized to have at any one time is ONE HUNDRED shares of common stock, having no par value.

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FLORIDA

Article V
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Dean Stoddart. The street address of the initial registered office of this corporation is 616 West Hazel Street, Orlando, FL, 32804.

Article VI
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than two (2), except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

Article VII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name:	Address:
Dean Stoddart	616 West Hazel Street Orlando, FL 32804
Anna Burnley	616 West Hazel Street Orlando, FL 32804

Article VIII
Incorporator

The name and street address of the incorporator is:

Name:	Address:
Dean Stoddart	616 West Hazel Street Orlando, FL 32804

Article IX
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

**Article X
Special Provision**

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 u.s.c. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

**Article XI
Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 6th day of October, 1999.

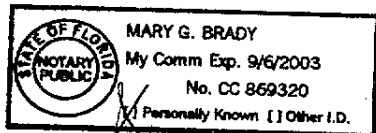
I hereby am familiar with and accept the duties and responsibilities as
Registered Agent.

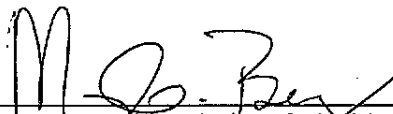

Dean Stoddart, Incorporator/ Registered Agent

State of Florida
County of Orange

Before me personally appeared Dean Stoddart, to me well known and known to me to be the individual described in and who executed the above foregoing Articles of Incorporation, and acknowledged before me that the above individual executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 6th day of October, 1999.




Notary Public, State of Florida

My commission expires: 9/6/03