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PLEASE REPLY TO:
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November 1, 1999

VIA FEDERAL EXPRESS

Secretary of State, State of Florida
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32399

Re: C C & O Wetzel, Inc.

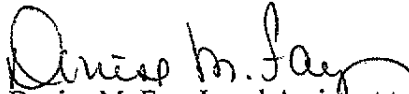
Dear Sir or Madam:

Enclosed please find Articles of Incorporation for C C & O Wetzel, Inc. I also enclose a \$78.75 check payable to the Secretary of State to pay for the filing fees for the Articles.

Please remit the certificate of incorporation to our offices at the above address.

Thank you.

Sincerely,


Denise M. Fay, Legal Assistant to
Thomas M. Dryden

: dmf
Encls.

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FILED
99 NOV -2 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV -2 AM 10:00

ARTICLES OF INCORPORATIONSECRETARY OF STATE
TALLAHASSEE, FLORIDAOFC C & O WETZEL, INC.

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be **C C & O WETZEL, INC.** The principal place of business of this corporation shall be 12055 Mahogany Isle Lane, Ft. Myers, Florida 33913.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 12055 Mahogany Isle Lane, Ft. Myers, Florida 33913, and the name of the initial registered agent of the corporation at that address is **GREGORY W. WETZEL**.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be changed from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and addresses of the initial directors of the corporation are:

GREGORY W. WETZEL - 12055 Mahogany Isle Lane, Ft. Myers, FL 33913

CLAUDINE L. WETZEL - 12055 Mahogany Isle Lane, Ft. Myers, FL 33913

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: **GREGORY W. WETZEL, 12055 Mahogany Isle Lane, Ft. Myers, Florida 33913.**

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

ARTICLE IX. PREEMPTIVE RIGHTS


Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

The undersigned incorporator has signed these Articles of Incorporation on this 29 day of October, 1999.



GREGORY W. WETZEL,
Incorporator and Registered
Agent, who is familiar with
and accepts the obligations of
a registered agent under
Florida law

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared **GREGORY W. WETZEL** to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that said instrument was signed for the purposes therein expressed.

Witness my hand and official seal this 29 day of October, 1999.

Denise M. May
Notary Public

My commission expires:

[SEAL]

