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OCALA, FLORIDA 34478-3310

December 8, 1999

FILED

PHILLIP J. SHEEHY, OF COUNSEL
MIAMI OFFICE

99 DEC 15 AM 10:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ONE BISCAYNE TOWER • SUITE 1684
2 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 379-3515
FAX (305) 379-5404

VIA HAND DELIVERY

Carol N. Waird
15735 N. W. 165th Street
Williston, FL 32696

RE: Carol N. Waird, Inc.

Dear Carol:

700003072087-7
-12/16/99-01005-009
*****78.75 *****78.75

Regarding the referenced matter, I am enclosing the following:

1. Original Articles of Incorporation
2. Original Acceptance by Registered Agent
3. Copy - draft - Bylaws (see below)

In order to get the incorporation completed before the end of the year you need to sign the Articles of Incorporation, having your signature notarized. Note also that you need to sign and date the Acceptance by Registered Agent form. Send the original Articles and the Acceptance by Registered Agent, with an additional copy of each, together with a check made payable to the "Secretary of State" in the amount of \$78.75 should be sent to the Division of Corporation at the following address:

regular mail

Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

overnight delivery

Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

STEVEN GRAY GAVE
referred reference
to date of incorporation
15 date received
reference to copy letter
DOC. EXAM 15/17

You can send this by regular mail, but my suggestion is to insure quick processing, you send it via overnight delivery. The letter to the Secretary of State should identify that you are paying the following filing fees for the following items:

Filing of Articles of Incorporation	\$35.00
Designation of and Acceptance of Registered Agent	35.00
Certified Copy of Articles of Incorporations with Certificate of Acceptance of Registered Agent	8.75
Total	<u>\$78.75</u>

PN 12/12/99

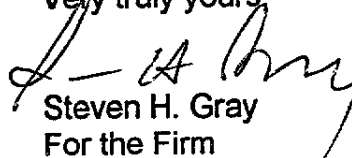
Carol N. Waird
Re: Carol N. Waird, Inc.
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The Secretary of State will transmit back to you, at the address shown, a Certificate of Incorporation and a certified copy of the filed Articles of Incorporation which you should retain in your corporate book (see below) for comments.

This incorporation will occur in the next several days after filing. I anticipate you will begin to do business in the corporation as of January 1, 2000. Since you will be operating as a corporation we will not need to file a Subchapter "S" election form with the IRS. As soon as we get back the Certificate of Incorporation and I know the filing date I will prepare a set of organizational minutes and we will fill in the appropriate blanks on the bylaws and get you a clean set printed out on good paper. I am working on the assumption that you will be sole stockholder and also the sole director and officer of the corporation (you can and will serve as the president, secretary and treasurer of the corporation). We will go ahead and order your corporate book from the service we use, which will cost you approximately \$58.85. This will include printed stock certificates, the corporate seal and a bound minutes book. We are doing everything under the assumption (alert me if otherwise) that you will be the sole stockholder and the sole officer and director, at least initially. As soon as the Certificate of Incorporation gets back to you from the Division of Corporations fax it to me (Attention: Kayan) and I will complete the bylaws, the minutes of your organization meeting and the issuance of your stock. I would also suggest that you send a copy of your Articles and all other documents, including the Certificate of Incorporation, to your CPA.

Very truly yours,


Steven H. Gray
For the Firm

SHG:jm
Encl.
Y:\shg\lrs\waird 1208

ARTICLES OF INCORPORATION
OF
CAROL N. WIARD, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1.

Section 1.1 Name and Address. The name of the Corporation is **CAROL N. WIARD, INC.** and the mailing address of the Corporation is 15735 N.W. 165TH Street, Williston, FL 32696

ARTICLE 2.

Section 2.1 Duration. The period of duration of the Corporation is perpetual.

ARTICLE 3.

Section 3.1 Powers. The Corporation is organized for the purposes of transacting any and all useful business.

Section 3.2 Authority of Directors. The Board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE 4.

Section 4.1 Stock Certificates. Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

Section 4.2 Number of Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

ARTICLES OF INCORPORATION
FOR
CAROL N. WIARD, INC.

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Section 4.3 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

Section 4.4 Shares Not in Classes. The shares of the Corporation are not to be divided into classes.

ARTICLE 5.

Section 5.1 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE 6.

Section 6.1 Bylaws. The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

ARTICLES OF INCORPORATION
FOR
CAROL N. WIARD, INC.

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Section 6.2 Director Conflicts. Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Section 6.3 Indemnification and Related Matters. The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

Section 6.4 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

Section 6.5 Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLE 7.

ARTICLES OF INCORPORATION
FOR
CAROL N. WIARD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Section 7.1 Organizing Directors. The initial Board of Directors shall consist of One (1) Director. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of this Corporation are:

<u>Name</u>	<u>Address</u>
Carol N. Wiard	15735 N. W. 165 th Street Williston, FL 34696

ARTICLE 8.

Section 8.1 Registered Agent and Registered Office. The name and address of the initial Registered Agent of the Corporation is Carol N. Wiard whose mailing address is 15735 N. W. 165th Street, Williston, FL 34696.

ARTICLE 9.

Section 9.1 Incorporator. The name and address of the person signing these Articles is Carol N. Wiard whose mailing address is 15735 N. W. 165th Street, Williston, FL 34696

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 10th day of December, 1999.


CAROL N. WIARD

ARTICLES OF INCORPORATION
FOR
CAROL N. WIARD, INC.

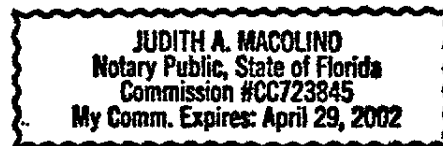
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STATE OF FLORIDA
COUNTY OF Marion

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared CAROL N. WIARD known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he/she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 10th day of December 1999.

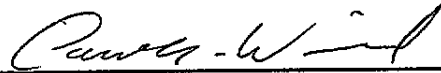
Judith A. Macolino
Print Name: JUDITH A. MACOLINO
Notary Public, State of Florida
Commission No.: _____
My commission expires: _____



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

CAROL N. WIARD whose address is 15735 N. W. 165TH Street, Williston, Florida 32696 is the initial registered agent named in the Articles of Incorporation to accept service of process for **CAROL N. WIARD, INC.**, a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 10th of December 1999.

A handwritten signature in cursive script, appearing to read "Carol N. Wiard", written over a horizontal line.

Carol N. Wiard