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Hayes & Lindell, P.A.

Attorneys and Counselors at Law

Suite 620, Blackstone Building

233 East Bay Street

Jacksonville, Florida 32202-3447

J. Michael Lindell

Board Certified by the Florida Bar in:
Civil Trial and Business Litigation Law

Dennis E. Hayes

Admitted to Florida and Georgia Bars

Lee G. Keltison

Also Licensed as CPA

August 26, 1998

Telephone
(904) 353-5000
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The Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/28/98--01040--008
****122.50 ****122.50

Re: Hayes Enterprises, Inc.

Dear Sir:

Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$122.50 to cover your charges as follows:

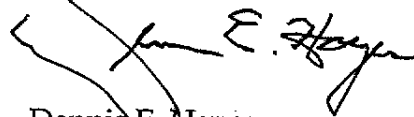
Filing Fee	\$ 35.00
Fee for Certified Copy of Articles of Incorporation	52.50
Fee for Filing Certificate of Registered Agent	<u>35.00</u>
Total	\$122.50

EFFECTIVE DATE
9-1-98

FILED
98 AUG 28 AM 9:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Please file the original Articles and Certificate of Registered Agent, certify the copies and return the certified copies to me. Should you need anything further in connection with this matter, please advise.

Sincerely,



Dennis E. Hayes

DEH/bh

Encs.

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CPB
9-1-98
7

ARTICLES OF INCORPORATION
OF
HAYES ENTERPRISES, INC.

FILED
98 AUG 28 AM 9:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9-1-98

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is HAYES ENTERPRISES, INC. The corporation's initial principal office and mailing address are located at 2320 The Woods Drive West, Jacksonville, Florida 32246.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares" which shall consist of 7,500 shares of voting common stock.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on September 1, 1998.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 233 East Bay Street, Suite 620 Blackstone Building, Jacksonville, Florida 32202-3447, and the name of the initial registered agent of this corporation is Dennis E. Hayes, Esquire. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

NAME

Dennis E. Hayes

ADDRESS

2320 The Woods Drive West
Jacksonville, Florida 32246

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NAME

Dennis E. Hayes

ADDRESS

2320 The Woods Drive West
Jacksonville, Florida 32246

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the

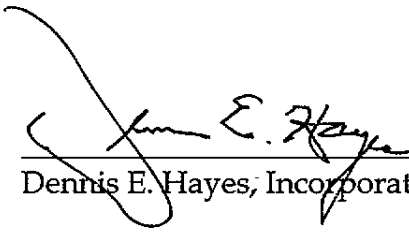
price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of 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 for 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.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set my hand and affixed my seal this 26th day of August, 1998.

 (SEAL)
Dennis E. Hayes, Incorporator

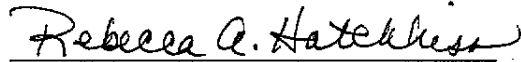
STATE OF FLORIDA }
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me by Dennis E. Hayes, (✓) who is personally known to me, or () who has produced his drivers license or other type of identification _____ and who did take an oath.

Witness my hand and seal this 26th day of August, 1998.



REBECCA A. HOTCHKISS
Notary Public, State of Florida
My comm. expires Dec. 27, 2000
Comm. No. CC 807053



Notary Public

My Commission Expires: 12/27/2000

Typed, Stamped or Printed

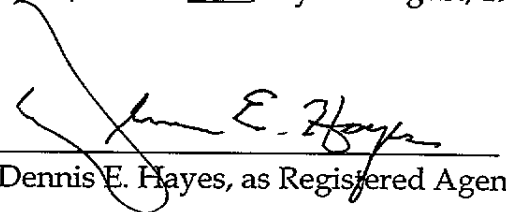
Commission No.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, HAYES ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 2320 The Woods Drive West, Jacksonville, Florida, has designated Dennis E. Hayes as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 233 East Bay Street, Suite 620 Blackstone Building, Jacksonville, Florida 32202-3447.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Hayes Enterprises, Inc. , a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 233 East Bay Street, Suite 620 Blackstone Building, Jacksonville, Florida 32202-3447.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 26th day of August, 1998.


Dennis E. Hayes, as Registered Agent