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January 28, 1999

OVERNIGHT UPS DELIVERY

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Haist-Smith, Inc.

Gentlemen:

Enclosed are the original and one copy of the executed Articles of Incorporation for the referenced corporation. Please return a certified copy of the Articles.

Your attention is directed to Article II of the enclosed Articles of Incorporation which states a specific commencement date for this corporation. Please make sure your records indicate the correct effective date.

My check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) is enclosed to cover the filing fee, the registered agent fee, and the certified copy cost.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Very truly yours,

Michael Geo. F. Davis

Michael Geo. F. Davis

enclosure
Haist-Smith, 1/28/99

000002758580--1
-01/29/99-01051-013
*****78.75 *****78.75

EFFECTIVE DATE
1-25-99

FILED
99 JAN 29 PM 4:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 2 1999

FILED
99 JAN 29 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

HAIST-SMITH, INC.

Incorporated under the laws of Florida

ARTICLES OF INCORPORATION
OF
HAIST-SMITH, INC.

FILED
99 JAN 29 PM 4:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this corporation is Haist-Smith, Inc. EFFECTIVE DATE
(hereinafter called the "Corporation"). 1-25-99

ARTICLE II

PERIOD OF DURATION

The duration of the Corporation shall be perpetual.
The effective date of the Corporation shall be the date of
subscription and acknowledgment.

ARTICLE III

PURPOSES

The Corporation may engage in any activity or business
permitted under the laws of the United States of America and of
this State.

ARTICLE IV

AUTHORIZED STOCK

The aggregate number of shares which the Corporation shall
be authorized to issue is Seven Thousand Five Hundred (7,500)
shares of common stock with a par value of One Dollar (\$1.00) per
share.

ARTICLE V

CAPITAL

The amount of capital with which the Corporation shall begin
business shall be Five Hundred Dollars (\$500.00).

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Tim Smith, 2660 West Lake Rd., Palm Harbor, FL 34684.

ARTICLE VIII

PRINCIPLE PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 2660 West Lake Rd., Palm Harbor, FL 34684.

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent, whose address is 2660 West Lake Rd., Palm Harbor, FL 34684, shall be, until otherwise designated, Tim Smith.

ARTICLE X

AMENDMENTS

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 a majority of the Stockholders entitled to vote thereon.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal on January 25, 1999 for the purposes of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

WITNESSES:

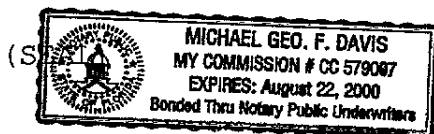


Tim Smith
Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day, personally appeared Tim Smith, who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal on January 25, 1999.





NOTARY PUBLIC

My commission expires: _____

Personally Known OR
Produced Identification X
Type of Identification Produced:

FL OR Lic 5530-816-58-347-0

CERTIFICATE DESIGNATING REGISTERED AGENT AND ADDRESS
FOR SERVICE OF PROCESS WITHIN FLORIDA

In compliance with the appropriate sections of the Florida Statutes, the following is submitted:

That Haist-Smith, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2660 West Lake Rd., Palm Harbor, FL 34684 has named Tim Smith, 2660 West Lake Rd., Palm Harbor, FL 34684, as its agent to accept service of process within Florida.

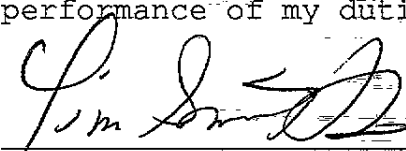
SIGNATURE


Tim Smith
Incorporator

DATE: January 25, 1999

Having been named to accept service of process for the above stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties.

SIGNATURE


Tim Smith

DATE: January 25, 1999

Haist-Smith, 1/28/99

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TALLAHASSEE FLORIDA