MORFORD & WHITEFIELD, P.A.

Attorneys at Law 4040 Woodcock Drive, Suite 202 Jacksonville, Florida 32207 (904) 396-5880

Douglas H. Morford Board Certified Civil Trial Attorney

B. Thomas Whitefield

January 13, 2000

Lori E. Terens Of Counsel

Facsimile: (904) 396-5890 E-mail: Morwhit@juno.com

Department of State Corporate Division P. O. Box 6327 Tallahassee, Florida 32314

Re:

HGH Associates of Florida, Inc.

500003098815--3

_01/14/00--01047--004 ****122.50 *****78.75

Gentlemen:

Enclosed please find an original and one fully conformed copy of Articles of Incorporation in connection with the above corporation. Please file the same and have a certified copy returned to our office. Enclosed is our firm check in the amount of \$122.50 to cover all fees.

Thank you for your courtesy.

Sincerely,

B. Thomas Whitefield

For the Firm

BTW:am

Enc. as noted

Jan Jugle halle

ARTICLES OF INCORPORATION OF HGH ASSOCIATES OF FLORIDA, INC.

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation is HGH ASSOCIATES OF FLORIDA, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Shares

The aggregate number of shares which this corporation shall have authority to issue shall be 1,000 of a par value of \$1.00 per share.

Article V - Principal and Registered Office and Registered Agent

The street address of the principal office of the corporation is 1626 Camden Avenue, Jacksonville, Florida 32207 and the address of the initial registered office of this corporation is 4040 Woodcock Drive, Suite 202, Jacksonville, Florida 32207, and the name of the registered agent at that address is B. Thomas Whitefield.

Article VI - Board of Directors

This corporation shall have three (3) directors initially. However, the number of directors may be either increased or decreased from time to time in the manner provided by the Bylaws, but shall never be fewer than one. The names and addresses of the current directors of this corporation are:

<u>Name</u>

Address

Cynthia Goff

- 4338 Phillips Place

Jacksonville, Florida 32207

Christine Matteson

915 Old Grove Manor

Jacksonville, Florida 32207

C. W. Goff, Jr.

4338 Phillips Place

Jacksonville, Florida 32207

Article VII - Indemnification

The corporation shall have the power, to indemnify all officers and directors and former officers and directors to the fullest extent possible under Florida law or as may be more fully forth in the by-laws.

Article VIII - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation this /3/2 day of January, 2000.

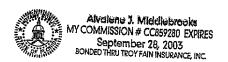
B. Thomas Whitefield, Incorporator

STATE OF FLORIDA COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 23th day of January, 2000 by B. Thomas Whitefield, who is personally known to me.

(print name)

Notary Public, State of Florida My Commission Expires:



ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept such designation to act as registered agent, and agree to comply with the provisions of Florida Statutes relative to keeping open said office.

B. Thomas Whitefield

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