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WINDERWEEDLE, HAINES,  
WARD & WOODMAN, P.A.

ATTORNEYS AT LAW

MAIN TELEPHONE (407) 423-4246  
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PLEASE REPLY TO:

Orlando Office

M. Deborah Fricke

Corporate Paralegal

Direct Dial: (407) 246-8678

E-mail: dfricke@whww.com

January 31, 2000

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-02/03/00--01115--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Half Moon Business Ventures, Inc.

Dear Sir/Madam:

Enclosed please find the following documents pursuant to the incorporation of the above referenced corporation:

1. The executed Articles of Incorporation;
2. Copy of the executed Articles of Incorporation to be certified and returned; and
3. A check in the amount of \$78.75 to cover filing fee and certified copy.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,

*M. Deborah Fricke*

M. Deborah Fricke  
Corporate Legal Assistant

yl  
Enclosures

FILED  
00 FEB -3 AM 11:02  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORLANDO, FLORIDA  
1500 NATIONSBANK CENTER  
390 NORTH ORANGE AVENUE (ZIP 32801)  
POST OFFICE BOX 1391 (ZIP 32802-1391)  
FAX (407) 423-7014

WINTER PARK, FLORIDA  
FIFTH FLOOR, NATIONSBANK BUILDING  
250 PARK AVENUE, SOUTH (ZIP 32789)  
POST OFFICE BOX 880 (ZIP 32790-0880)  
FAX (407) 645-3728

T BROWN FEB - 8 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**HALF MOON BUSINESS VENTURES, INC.**

**FILED**  
00 FEB -3 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this corporation shall be:

HALF MOON BUSINESS VENTURES, INC.

**ARTICLE II - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - Capital Stock**

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - Term of Existence**

The effective date upon which this Corporation shall come into existence shall be the date these articles are filed with the Secretary of State and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Corporate Office:**  
**Initial Registered Office and Agent**

The street address of the initial corporate office and initial registered office of this Corporation is 7300 Forest Hill Court, Winter Park, 32792 and the name of the initial registered agent of this Corporation at that address is Christopher R. Schultz. The mailing address of this Corporation is P.O. Box 677002, Orlando, Florida 32867.

## ARTICLE VI - Directors

A. The initial number of Directors of this Corporation shall be two (2).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Christopher R. Schultz	7300 Forest Hill Court Winter Park, FL 32792
Robert Fiorenzi	40675 Firwood Plymouth, MI 48170

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

Name

Address

Christopher R. Schultz

7300 Forest Hill Court  
Winter Park, FL 32792

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

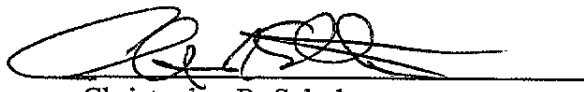
ARTICLE IX - Amendment to Articles

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 Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25 day of January, 2000.

  
Christopher R. Schultz

STATE OF FLORIDA

COUNTY OF ORANGE

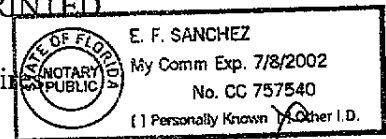
The foregoing instrument was acknowledged before me this 25 day of January, 2000, by Christopher R. Schultz, who [ ] is personally known to me or [ ] has produced FEDL #S432116693910 as identification.

E. F. Sanchez  
NOTARY SIGNATURE

Evelyn F. Sanchez  
NOTARY NAME PRINTED

Notary Public

My Commission Expires



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of Half Moon Business Ventures, Inc.

Christopher R. Schultz

Christopher R. Schultz

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00 FEB -3 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA