

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Frank Halley, Inc.
(CORPORATE NAME & DOCUMENT #)

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T. SMITH FEB 14 2000

ARTICLES OF INCORPORATION
OF
FRANK HALLEY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows.

ARTICLE I ---

NAME ---

The name of the corporation is FRANK HALLEY, INC.

ARTICLE II ---

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is 1120 S.W. 29th St., #3, Fort Lauderdale, Florida, 33315, and the corporation's mailing address is the same.

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TALLAHASSEE, FLORIDA

ARTICLE III ---

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon filing these Articles of Incorporation with the Department of State.

ARTICLE IV ---

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, nation or other jurisdiction where those activities might be conducted.

ARTICLE V ---

CAPITAL STOCK AND STOCK TRANSFER RESTRICTIONS

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 7,500 shares of Common Stock of a par value of \$1.00 per share. Holders of Common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

All issued stock shall be held of record by not more than five persons. The stock shall be issued and transferable only to natural persons who are not nonresident aliens.

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any shares of the corporation without first offering such stock to the corporation for a sale price based upon the net asset value of the Corporation. Such offer shall state that the purchase price is all cash, to be paid at a closing that shall take place no later than four months from the date of acceptance. The offer shall be in writing, signed by the selling stockholder, shall be sent by certified mail return receipt requested to the corporation at its principal place of business and shall state that the offer shall remain open for acceptance by the corporation for a period of 14 days from the date of delivery. If the corporation fails or refuses within that period to accept the offer to sell the shares in accordance with the terms of the offer, then the shareholder shall have the right to dispose of the subject shares as the shareholder may see fit for a period of three months, after which time the right of first refusal set forth above shall be revived if the stock has not been properly transferred of record.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each stockholder, who shall be obligated to make the written offer to sell described above within three months after the date of death of the stockholder. Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

“These shares are not registered under either Federal or Florida law, and are held subject to certain transfer restrictions imposed by the Articles of Incorporation. A copy of those Articles is on file with the Secretary of State of the State of Florida and is available for review as a public record.”

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of this corporation in the State of Florida is Frank M. Halley, 1120 S.W. 29th St., #3, Fort Lauderdale, Florida, 33315.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (1) initial director. The name and street address of each initial director is: 1) Frank M. Halley, 1120 S.W. 29th St., #3, Fort Lauderdale, Florida, 33315.

ARTICLE VIII

INCORPORATOR

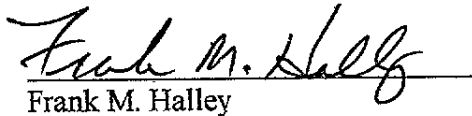
The name of the incorporator executing these Articles of Incorporation is Frank M. Halley , 1120 S.W. 29th St., #3, Fort Lauderdale, Florida, 33315. ...

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11 day of FEBRUARY, 2000.


Frank M. Halley

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Frank M. Halley, who is personally known to me or who produced the following form of identification, personally known and who acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal, in the State and County aforesaid, this 11th day of February, 2000.


Notary Public, State of Florida

My Commission expires:

halart



Charles Pettit
Commission # OC 821579
Expires Mar. 28, 2003
Bonded Through
Atlantic Bonding Co., Inc.

CERTIFICATE OF REGISTERED AGENT

OF

FRANK HALLEY, INC.

Pursuant to Chapter 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Act:

That FRANK HALLEY, INC. , desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, 1120 S.W. 29th St., #3, Fort Lauderdale, Florida, 33315, has named Frank M. Halley as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this ___11th___ day of February, 2000.

By: Frank M. Halley
Frank M. Halley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA