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WILLIAM R. SMITH

ATTORNEY AND COUNSELOR AT LAW
TELEPHONE: 941 482-8511
TELECOPIER: 941 482-1007

May 11, 2000

FILED

00 MAY 12 AM 8:24
8191 COLLEGE PARKWAY
SUITE 300
FORT MYERS, FLORIDA 33919
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

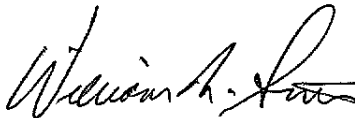
H & D FAMILY ENTERPRISES, INC.

Enclosed are the Articles of Incorporation for the above-referenced corporation. Please:

1. File these articles with the Corporate Division of the Department of State.
2. Please provide a certified copy of the Certificate of Incorporation.

I have enclosed a check for \$78.75 to cover the costs of filing and the certified copy.

If you have any questions, please call.


WILLIAM R. SMITH

WRS/wlg

Enclosures - Articles of Incorporation
Check for \$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

H & D FAMILY ENTERPRISES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of this Corporation shall be H & D Family Enterprises, Inc.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business and mailing address of this Corporation shall be 6714 Winkler Road, Fort Myers, FL 33919.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

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ARTICLE VI. REGISTERED AGENT & ADDRESS.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and mailing address of the initial registered agent is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 300
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919

ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have two (2) Directors, whose names and street addresses are as follows:

Keith L. Lewis
609 SE 32nd Street
Cape Coral, FL 33904

Michelle A. Lewis
609 SE 32nd Street
Cape Coral, FL 33904

THE UNDERSIGNED has executed these Articles of Incorporation this 11 day of May, 2000. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


WILLIAM R. SMITH,
Incorporator and Registered Agent