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June 27, 2000

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

Subject: Hillsborough Partners, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a check for:

\$78.75 Filing Fees & Certified Copy

Please mail the certified copy to:

Joyce Johnson
1119 Pam Drive
Brandon, FL 33511

Telephone: (813) 621-0079

FILED
00 JUN 29 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6-30-00
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ARTICLES OF INCORPORATION
OF
HILLSBOROUGH PARTNERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida General Business Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is **HILLSBOROUGH PARTNERS, INC.**

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized are:

- (a) To engage in the business of any and all investment opportunities.
- (b) To do everything necessary, reasonable, proper, advisable and/or convenient for the accomplishment or furtherance of such purposes.
- (c) To be, or to include, the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 500,000 shares at the par value of \$.01 each.

Holders of shares of said common stock from original issue shall be entitled to pre-emptive rights to acquire unissued or treasury shares of any class of stock of the Corporation which may at any time be authorized or held, and all unissued and treasury shares may be offered and sold in accordance with the resolution of the Board of Directors only after first offering the same to any of the then existing shareholders.

The shareholders of the Corporation shall be entitled to one (1) vote for each share of stock owned to the election of each individual nominee for director and on all other matters voted on at any stockholders' meeting and shall not be entitled to cumulate such voting rights on the election of directors.

ARTICLE FIVE

The principal office of the corporation is 10601 Oak Street N.E., St. Petersburg, FL 33716.

ARTICLE SIX

The post office address of the Corporation's initial registered office is 10601 Oak Street N.E., St. Petersburg, FL 33716, and the name of its initial registered agent at such address is John Coffill.

ARTICLE SEVEN

The number of Directors of the Corporation may be fixed by the Bylaws. The number of directors constituting the initial Board of Directors is one (1) and the names and addresses of the persons who are to serve as directors until the organizational meeting of the shareholders or until their successors are elected and qualified are:

John Coffill
3336 Foxridge Circle
Tampa, FL 33618

ARTICLE EIGHT

The name and address of the incorporator is:

Joyce Johnson
1119 Pam Drive
Brandon, FL 33511

ARTICLE NINE

The Board of Directors is expressly authorized to make, alter, or amend the Bylaws of this Corporation or to adopt new Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand this the 26th day of June, 2000.


JOYCE JOHNSON

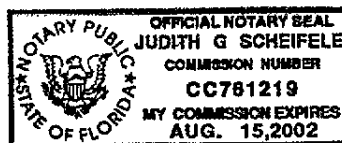
THE STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, a Notary Public in and for said County and State, do hereby certify that on this the 26th day of June, 2000, personally appeared before me Joyce Johnson, who, being by me first duly sworn, declared that she is the incorporator of Hillsborough Partners, Inc., that she signed the foregoing document as Articles of Incorporation of the Corporation, and that the statements therein are true.

SUBSCRIBED AND SWORN TO BEFORE ME, on this the 26th day of June, 2000.


NOTARY PUBLIC STATE OF FLORIDA



I, John Coffill, certify that having been named the initial registered agent for Hillsborough Partners, Inc., hereby accept such status and agree to comply with the applicable laws and statutes.

DATED: June 26, 2000


JOHN COFFILL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA