

CHARLES L. CALK
ATTORNEY AT LAW

NATIONS BANK BUILDING
150 SOUTH HIGHWAY 17-92
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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: HESCO/RLS, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation regarding the above referenced corporation for filing. Also enclosed is a check in the amount of \$78.75 made payable to Department of State to cover your filing fee. If you have any questions, please do not hesitate to contact our office. A stamped, self-addressed envelope is enclosed for return mailing of the filed Articles.

Sincerely,

Charles L. Calk
Charles L. Calk

CLC/dm
Enclosures

FILED
00 JUL 12 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN JUL 17 2000

ARTICLES OF INCORPORATION

OF

HESCO/RLS, INC.

FILED
00 JUL 12 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, THE UNDERSIGNED, being a natural person of legal age, hereby desire to form a corporation under the laws of the state of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be HESCO/RLS, INC., a Florida corporation. The initial principal place of business of this corporation shall be 1470 Kastner Place, Suite 112, Sanford, Florida 32771 and its mailing address shall be 1470 Kastner Place, Suite 112, Sanford, Florida 32771.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation shall have those powers authorized or permitted by law or otherwise, it being the intention that this corporation shall have the right to engage in any business or activity not expressly prohibited by applicable law of the state of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock of this corporation which the corporation is authorized to have outstanding at any one time is 100 shares of common capital stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of this corporation.

The name and number of shares of the shareholders of this corporation are as follows:

RAYMOND R. HUNT
SHANE A. HUNT

70 SHARES
30 SHARES

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 S. Highway 17-92, Suite 3, DeBary, Florida 32713, and the name of the initial Registered Agent of this corporation at that address is: Charles L. Calk, Esq..

ARTICLE V

INITIAL BOARD OF DIRECTORS

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than one member, as fixed from time to time by the By-Laws of this corporation, and the Board of Directors shall be elected or appointed by the shareholders of the corporation but it shall not be necessary for any such director to be a shareholder of the corporation.

The name and address of the members of the first Board of Directors who shall hold office until their successors are elected and qualified are:

RAYMOND R. HUNT	301 Hampton Hills Court DeBary, Florida 32713
SHANE A. HUNT	1016 W. Gaucho Circle Deltona, Florida 32728
LAURA HUNT	301 Hampton Hills Court DeBary, Florida 32713

ARTICLE VI

INCORPORATORS

The name and address of the Incorporator of this corporation is:

RAYMOND HUNT	301 Hampton Hills Court DeBary, Florida 32713
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ARTICLE VII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this corporation.

ARTICLE VIII

INDEMNIFICATION

Every director, officer, employee or agent of the corporation shall be indemnified by the corporation against all expenses and liabilities including attorney fees, reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a part or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a director, officer, employee or agent of the corporation, or any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable for gross negligence or willful and wanton misconduct in the performance of his or her duties as such officer, director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled.

ARTICLE IX

AMENDMENT


The corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

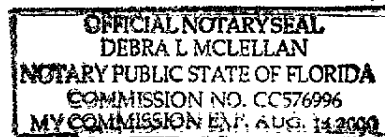
IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation on this 6th day of JULY, 2000.


RAYMOND R. HUNT

STATE OF FLORIDA
COUNTY OF Volusia

The foregoing instrument was acknowledged before me this 6 day of
July, 2000, by RAYMOND R. HUNT, who is personally known to me and
who did take an oath.


Notary Public



FILED
00 JUL 12 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING UPON WHOM
PROCESS MAY BE SERVED

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that HESCO/RLS, INC., desiring to organize under the laws of the state of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named CHARLES L. CALK, ESQ., 150 S. Highway 17-92, Suite 3, DeBary, Florida 32713, as its agent to accept service of process within this state.

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



CHARLES L. CALK
Registered Agent