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LETTER OF TRANSMITTAL

August 25, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

FILED
00 AUG 29 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Harley Enterprises, Inc.

100003375891--2
-08/29/00--01035--001
*****87.50 *****87.50

Gentlemen;

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$ 87.50.

This represents the cost of the Filing Fees (35.00), Certified Copy of the Articles of Incorporation (8.75), Fee for Registered Agent Designation (35.00) and Certificate of Status for the above named corporation.

Sincerely,



Anthony G. Harley
Harley Enterprises, Inc.
(352) 637-1187

Mailing address of corporation:

Harley Enterprises, Inc.
715 S. Oak Avenue
Inverness, Fl. 34452

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of

00 AUG 29 PM 4:28

HARLEY ENTERPRISES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS:

HARLEY ENTERPRISES, INC.

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED SHARES (500) OF ONE DOLLAR(S) (\$ 1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE PRINCIPAL OFFICE AND THE MAILING ADDRESS OF THE CORPORATION IS:

715 S. OAK STREET

INVERNESS, FLORIDA 34452

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

ANTHONY G. HARLEY

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE FOUR (4) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL DIRECTOR (S) OF THE CORPORATION ARE AS FOLLOWS:

ANTHONY G. HARLEY, PRESIDENT 715 S OAK ST. INVERNESS FL 34452

KATHLEEN E. HARLEY, TRESURER 715 S OAK ST. INVERNESS FL 34452

PAUL O. LOKEY, VICE PRESIDENT 10210 S ARABIAN AVENUE FLORAL CITY FL 34436

BETRICE LOKEY, SECRETARY 10210 S ARABIAN AVENUE FLORAL CITY FL 34436

ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE INCORPORATORS SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

ANTHONY G HARLEY 715 S OAK STREET INVERNESS FL 34452

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER(S) HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 28 DAY OF August, 2000

Anthony G. Harley

STATE OF FLORIDA)

COUNTY OF Citrus)

SS

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

Anthony G. Harley
SIGNATURE

FL DL Lic H640-007-57-149-0
FORM OF IDENTIFICATION

SIGNATURE

FORM OF IDENTIFICATION

SIGNATURE

FORM OF IDENTIFICATION

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, WHO ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THESE ARTICLES OF INCORPORATION, THAT I RELIED UPON THE FORM OF IDENTIFICATION OF THE ABOVE NAMED PERSON AS INDICATED OPPOSITE EACH NAME, AND THAT AN OATH (WAS) (WAS NOT) TAKEN.

NOTARY RUBBER STAMP SEAL

JANET A. BANNON
NOTARY PUBLIC, State of Florida
Commission Expires April 17, 2004
Commission No. CC928454

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE LAST AFORESAID THIS 28 DAY OF August, 2000

Janet A. Bannon
NOTARY SIGNATURE

JANET A BANNON

PRINTED NOTARY SIGNATURE

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

FILED

00 AUG 29 PM 4:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

OF

HARLEY ENTERPRISES, INC.

PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.0501, THE FOLLOWING
IS SUBMITTED:

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE
OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF
INCORPORATION.

AT 715 S OAK STREET

INVERNESS FL 34452

HAS NAMED ANTHONY G HARLEY

LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, AND BEING FAMILIAR WITH THE OBLIGATIONS OF THAT
POSITION, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO
COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN KEEPING OPEN SAID
OFFICE.


REGISTERED AGENT