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September 13, 2000

Florida Department of State  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

000003394448--1  
-09/15/00--01044--004  
\*\*\*122.50 \*\*\*\*\*78.75

Re: Hinckley Construction, Inc.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$122.50 for the filing of the enclosed Articles of Incorporation for the above referenced entity. In that regard, I am enclosing a copy of the Affidavit and Certificate so that you may return the certified copy to my attention.

Thank you for your immediate attention to this matter.

Sincerely yours,

  
Martin V. Katz

MVK:tac

cc: Mr. Edward B. Hinckley

FILED  
00 SEP 15 PM 12:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**HINCKLEY CONSTRUCTION, INC.**

FILED  
00 SEP 15 PM 12:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I**

**Name of Corporation**

The name of this Corporation shall be Hinckley Construction, Inc. (the "Corporation").

**ARTICLE II**

**Mailing Address**

The mailing address of the Corporation is 217 Peruvian Avneue, Suite 4, Palm Beach, FL 33480

**ARTICLE III**

**Purpose**

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.

- (c) To do any and everything pertinent to the above.

#### **ARTICLE IV**

##### **Capital Stock**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

#### **ARTICLE V**

##### **Preemptive Rights**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI**

##### **Corporate Duration**

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### **ARTICLE VII**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 217 Peruvian Avenue, Suite 4, Palm Beach, Florida 33480, and the name of the initial registered agent of this Corporation at that address is Edward B. Hinckley

## **ARTICLE VIII**

### **Board of Directors**

This Corporation shall have one (1) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

Edward B. Hinckley

217 Peruvian Avenue, Suite 4  
Palm Beach, FL 33480

## **ARTICLE IX**

### **By-Laws**

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

## **ARTICLE X**

### **Indemnification**

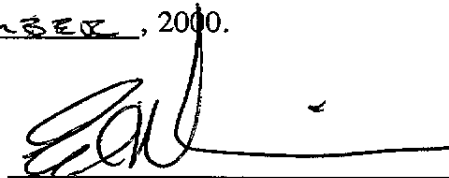
The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## **ARTICLE XI**

### **Incorporator**

The name and address of the person signing these Articles is as follows: Edward B. Hinckley, 217 Peruvian Avenue, Suite 4, Palm Beach, Florida 33484.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 12th day of SEPTEMBER, 2000.

A handwritten signature in black ink, appearing to read 'EBH', is written over a horizontal line.

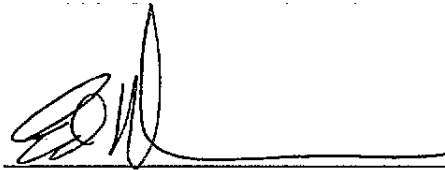
Edward B. Hinckley, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS**  
**OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
00 SEP 15 PM 12:37  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

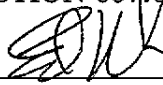
THAT HINCKLEY CONSTRUCTION, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL  
REGISTERED OFFICES AT 217 PERUVIAN AVENUE, SUITE 4, PALM BEACH, FLORIDA  
33480 HAS NAMED EDWARD B. HINCKLEY, LOCATED AT 217 PERUVIAN AVENUE,  
SUITE 4, PALM BEACH, FLORIDA 33480 FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.



EDWARD B. HINCKLEY, Incorporator

9/12/00  
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.



EDWARD B. HINCKLEY, Registered Agent

9/12/00  
(Date)