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From: Account Name : TODD WATSON, ATTORNEY AT LAW
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FLORIDA PROFIT CORPORATION OR P.A.**Hodges, Inc.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 11, 2000

TODD WATSON

SUBJECT: HODGES, INC.
REF: W00000029059

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE NAME CONFLICT IS HODGES, INC. DOC #S26574.

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ARTICLES OF INCORPORATION
OF

R & M HODGES, INC.

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is: R & M Hodges, Inc. The principal office address is 333 2nd Street, Cedar Key, Florida, 32625, and the mailing address is P.O. Box 249, Cedar Key, Florida, 32625.

ARTICLE 2.0 DURATION

The duration of the Corporation is perpetual.

ARTICLE 3.0 PURPOSE

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE 4.0 SHARES

The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32257, and the name of the initial registered agent at that address is Todd Watson, Attorney at Law.

ARTICLE 6.0 DIRECTORS

The number of Directors constituting the initial Board of Director is one (1). The
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number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Director of the Corporation is as follows:

W. Randolph Hodges

P.O. Box 249
Cedar Key, FL 32625

ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

The name and address of the Incorporator is as follows:

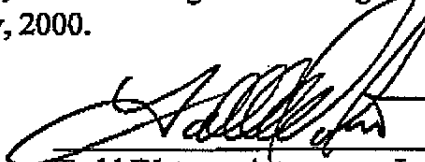
Todd Watson, Attorney at Law

7785 Baymeadows Way, Suite 107
Jacksonville, Florida 32256

ARTICLE 8.0 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 27th day of July, 2000.



Todd Watson, Attorney at Law, Incorporator

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 27th day of July, 2000, by Todd Watson, Attorney at Law, on behalf of the Corporation. He is personally known to me.



Signature of Notary Public

Notary's Seal:



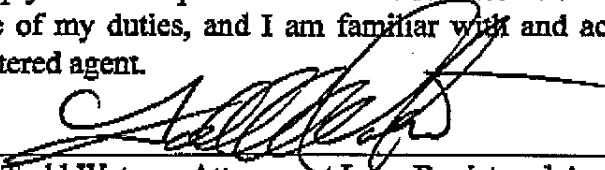
Alice V. Cassada
MY COMMISSION # CC607407 EXPIRES
March 24, 2001
BONDED THROUGH FARM INSURANCE, INC.

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ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Todd Watson, Attorney at Law, Registered Agent

Date: July 27, 2000.

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