

TOMMY E. McPHERSON

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December 12, 2000

Department of State
Divisions of Corporations
The Capitol
Tallahassee, FL 32304

EFFECTIVE DATE
01/01/01

FILED
00 DEC 19 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: HAYNES FINANCIAL SERVICES, INC.

Dear Sir or Madam:

We enclose the original and a copy of Articles of Incorporation for Haynes Financial Services, Inc., and our check in the amount of \$122.50 computed as follows:

Filing Fee.....	\$35.00
Certified Copy.....	\$52.50
Registered Agent	
Designation.....	\$35.00

900003504679---7
-12/19/00--01010--010
****122.50 *****78.75

Please certify the copy of the articles and return it to my office at the address above. I appreciate your assistance in this matter.

Sincerely yours,

Tommy E. McPherson
Tommy E. McPherson

TEM/rm
Enclosures

Phillip GAVE

AUTHORIZATION BY PHONE TO

CORRECT Principal & Fee

DATE 1/2

DOC. EXAM. SeB

SeB
1/2

**ARTICLES OF INCORPORATION
OF
HAYNES FINANCIAL SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is HAYNES FINANCIAL SERVICES, INC.

3 West Garden Street, Suite 376,
Pensacola, Florida 32501.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

This corporation shall have an effective date of JANUARY 1, 2001

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

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, has the right to purchase his pro-rata share at the price at which it is offered to others. In the event that a shareholder desires to sell his shares in the company, he shall first offer the shares to the other shareholders in writing, at the existing market value.

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 3 West Garden Street, Suite 376, Pensacola, Florida 32501, and the name of its initial registered agent at such address is JAMES W. HAYNES, II. The mailing address is the same.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one
(1). The names and addresses of the initial directors are:

JAMES W. HAYNES, II
President

8333B Country Walk Drive
Pensacola, FL 32514

ARTICLE EIGHT

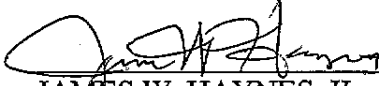
INCORPORATORS

The name and address of the incorporator is:

JAMES W. HAYNES, II
President

8333B Country Walk Drive
Pensacola, FL 32514

IN WITNESS WHEREOF, I have subscribed my name this 7th day of December, 2000.


JAMES W. HAYNES, II
INCORPORATOR

**STATE OF FLORIDA
COUNTY OF ESCAMBIA**

Before me personally appeared JAMES W. HAYNES, II, to me well known and known to me to be the persons described in and who executed the foregoing instrument upon oath and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 7th day of December 2000.



Robin M. McPherson
MY COMMISSION # CC883862 EXPIRES
November 7, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Robin M. McPherson
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE BY RESIDENT AGENT

I CERTIFY THAT I am a permanent resident of Escambia County, Florida, doing business at the registered office at 3 West Garden Street, Suite 376, Pensacola, Florida 32501. I hereby accept the foregoing designation as Resident Agent.

Dated at Pensacola, Escambia County, Florida, on this 7th day of December 2000.

James W. Haynes, II
JAMES W. HAYNES, II
RESIDENT AGENT

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TALLAHASSEE, FLORIDA