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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

HUEY INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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**ARTICLES OF INCORPORATION
OF
HUEY INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be HUEY INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is One Hundred Thousand (100,000) shares. All such shares shall be of a single class, designated as common. The par value for each such common share shall be ten cents (\$.10).

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

Louis G. Betz, Jr.
13712 Chestersall Drive
Tampa, FL 33624

ARTICLE X

The initial registered agent of the corporation is Louis G. Betz, Jr. The street address of the corporation's initial registered office is 13712 Chestersall Drive, Tampa, FL 33624.

ARTICLE XI


The principal place of business and mailing address of this corporation shall be:
13712 Chestersall Drive, Tampa, FL 33624.

ARTICLE XII

The name and address of the incorporator(s) to these Articles of Incorporation are:

Louis G. Betz, Jr.
13712 Chestersall Drive
Tampa, FL 33624

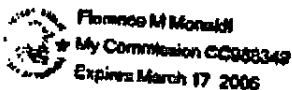
The undersigned incorporator(s) have executed these Articles of Incorporation
this 21st day of February, 2001.




Louis G. Betz, Jr., Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF HILLSBOROUGH)

Subscribed and sworn to before this 21st day of February 2001, by Louis G. Betz, Jr., who is personally known to me, and did not take an oath.



(Notary Seal)



Notary Public
Name: _____
(Typed or Printed)
Commission No.: _____
My Commission Expires: _____

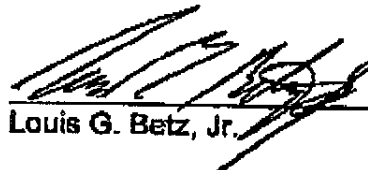
CONSENT OF INCORPORATORS

The undersigned, being all of the incorporators of HUEY INC., do hereby consent to the following person(s) being elected as the initial director(s) of HUEY INC.:

Louis G. Betz, Jr.

A meeting of the initial director(s) is hereby called for 1:00 p.m., at the Law Offices of Kevin C. Ambler, P.A., on Wednesday, February 21, 2001, to complete the organization of the corporation.

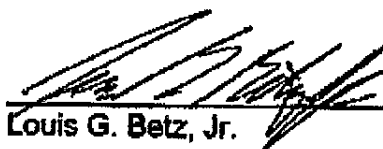
Dated: February 21, 2001


Louis G. Betz, Jr.

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
HUEY INC.**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: February 21, 2001.



Louis G. Betz, Jr.

STATE OF FLORIDA)
) ss.
COUNTY OF HILLSBOROUGH)

Subscribed and sworn to before this 21st day of February, 2001, by Louis G. Betz, Jr., who is personally known to me, and did not take an oath.



(Notary Seal)


Notary Public
Name: _____

(Typed or Printed)

Commission No.: _____

My Commission Expires: _____

Prepared by: KEVIN C. AMBLER, Esq.
400 North Tampa Street, Suite 1100
Tampa, Florida 33602
813-275-9100

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