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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/26/01--01164--004
*****87.50 *****87.50

SUBJECT: H. G. FRANCIS GROUP, INC.

Enclosed, is an original and one (1) copy of the articles of incorporation and a check for:

\$ 70.00
Filing Fee

\$ 78.75
Filing Fee
& Certificate

✓ \$ 87.50
Filing Fee, Certificate
& Certified Copy

Please return the copy to me with the filing date stamped on it.

FROM: H. George Francis
794 Eastbrook Boulevard
Winter Park, FL 32792-3010
Telephone: (407) 679-0464

FILED
01 FEB 26 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gfs/27

ARTICLES OF INCORPORATION

OF

H. G. FRANCIS GROUP, INC.

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I – NAME

The name of this corporation shall be:

H. G. FRANCIS GROUP, INC.

ARTICLE II – TERMS OF EXISTENCE

This Corporation shall commence as of the date of the complete execution and acknowledgement of these Articles or if these Articles are filed more than five (5) days after the complete execution of these Articles, then this corporation shall commence as of the date of filing, and the duration of the corporation's existence shall be perpetual.

ARTICLE III – NATURE OF THE BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV – CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$ 0.10 per share.

**ARTICLE V – INITIAL REGISTERED OFFICE
PRINCIPAL PLACE OF BUSINESS
AND REGISTERED AGENT**

The street address of the initial registered office and principal place of business of this corporation is:

794 Eastbrook Boulevard
Winter Park, FL 32792-3010

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TALLAHASSEE, FLORIDA

The name of the initial registered Agent of this corporation at that address is: H. GEORGE FRANCIS
794 Eastbrook Boulevard, Winter Park, FL 32792-3010

ARTICLE VI – BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The name and street address of the initial Board of Directors of this corporation, who, subject to these articles of incorporation and the laws of the State of Florida shall hold the office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death is:

| NAME | ADDRESS |
|-------------------|--|
| H. GEORGE FRANCIS | 794 Eastbrook Blvd. Winter Park, FL 32792-3010 |
| _____ | _____ |
| _____ | _____ |

ARTICLE VIII – INCORPORATOR

The name and street address of the INCORPORATOR is:

H. GEORGE FRANCIS

794 Eastbrook Blvd., Winter Park, FL 32792-3010

ARTICLE IX – BY-LAWS

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

ARTICLE X – INDEMNIFICATION

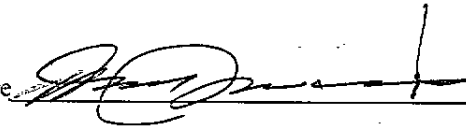
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI – AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 20th day of February, 2001

Signature

A handwritten signature in black ink, appearing to read "H. George Francis", written over a horizontal line.

Print or Type: H. GEORGE FRANCIS

STATE OF FLORIDA, COUNTY OF ORANGE

Before me personally appeared and known to me to be the individual described herein and who executed the foregoing, and acknowledged before me that he/she executed the same for the purposes therein expressed. Witness my hand and official seal in the county and state.

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

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

FIRST THAT LA FLORETTE, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S REGISTERED OFFICE LOCATED AT, 794 EASTBROOK BOULEVARD, WINTER PARK, FL 32792-3010, HAS H. GEORGE FRANCIS LOCATED AT SAID REGISTERED OFFICE, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

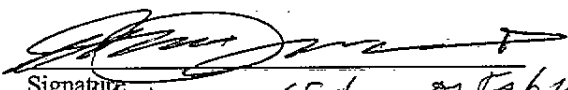

Signature

TITLE: Incorporator/President


DATE: Feb 21, 2001

FILED
01 FEB 26 PM 2:01
CLERK OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED 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 AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Signature
Acknowledged before me this 21st day of February 2001
by H. GEORGE FRANCIS who produced Florida St. Lic #F-652387454690
as identification
DATE: Feb 21, 2001

Named above this 21st day of February 2001


Notary Public, State of Florida
My Commission Expires:

