

ALBRITTON & ASSOCIATES

PROFESSIONAL ASSOCIATION

A. DALLAS ALBRITTON

ATTORNEYS AND COUNSELORS AT LAW

100 MADISON STREET
SUITE 302
TAMPA, FLORIDA 33602
(813) 229-3481
FAX (813) 229-0381

HAROLD L. "TRIPP" SEBRING, III
OF COUNSEL

MARIE T. RIVES, CLEARWATER
OF COUNSEL FOR PINELLAS COUNTY

JOHN R. COUNCIL, DADE CITY
OF COUNSEL FOR PASCO COUNTY

THOMAS L. NEILSON, TALLAHASSEE
OF COUNSEL FOR STATE GOVERNMENTAL MATTERS

MICHAEL BUTLER, NOTTINGHAM, U.K.
OF COUNSEL FOR UNITED KINGDOM MATTERS

PO100005277
May 7, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100004274581--S
-05/21/01--01162--013
*****70.00 *****70.00

Re: Articles of Incorporation
HDB Group, Inc.

100004274581--S
-05/21/01--01162--014
*****8.75 *****8.75

Gentlemen:

Enclosed for filing is the original of Articles of Incorporation for the above-captioned corporation. Also enclosed is a copy which we request be certified and returned to us.

Checks in the total amount of \$78.75 are enclosed to cover the filing fee and the fee for one certified copy of the Articles.

Thank you for your service herein.

Sincerely,

Peggy K. Arnold

(Mrs.) Peggy K. Arnold
Legal Assistant

/pka

Enclosures

FILED
01 MAY 21 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITH MAY 28 2001

ARTICLES OF INCORPORATION

OF

HDB GROUP, INC.

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

ARTICLE I: NAME

The name of the Corporation is:

HDB GROUP, INC.

The principal place of business of this Corporation shall be:

**7101 Shenandoah Court
Tampa, Florida 33615**

FILED
01 MAY 21 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The stockholders may from time to time move the principal office to any other address in the State of Florida.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in or transact any activity or business permitted under the laws of the United States and under the laws of the State of Florida, or any other state, county, territory or nation.

ARTICLE IV: CAPITAL STOCK

The total number of shares of Capital Stock authorized to be issued by the Corporation will be four hundred (400) shares having a par value of one cent (\$.01) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: MANAGEMENT OF CORPORATION

The powers and affairs of this corporation shall be exercised and managed by the stockholders. The names and addresses of the initial officers who shall hold office the first year of the corporation's existence or until their successors are elected are:

Rebecca DeGennaro
4436 West Oklahoma Avenue
Tampa, Florida 33616
President

Rachel Holt
7101 Shenandoah Court
Tampa, Florida 33615
Vice-President/Secretary

David Holt
7101 Shenandoah Court
Tampa, Florida 33615
Treasurer

Robert Ball
7511 Meadow Drive
Tampa, Florida 33634
Chief Operations Officer

ARTICLE VI: INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

A. Dallas Albritton, Esquire
100 Madison Street, Suite 302
Tampa, Florida 33602

ARTICLE VII: REGISTERED AGENT

The initial registered agent of this Corporation will be:

A. Dallas Albritton, Esquire
100 Madison Street, Suite 302
Tampa, Florida 33602

ARTICLE VIII: AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments hereto, and any right conferred upon the stockholders is subject to this reservation.

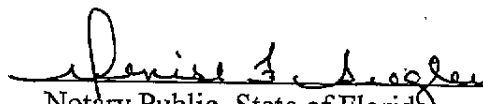
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of May, 2001.


A. DALLAS ALBRITTON

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

THE FOREGOING instrument was acknowledged and sworn to before me this 7th day of May, 2001, by A. Dallas Albritton, who presented _____ as identification, or who is personally known to me.




Notary Public, State of Florida

My Commission Expires:

FILED
01 MAY 21 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

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 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 obligations of my position as registered agent.



A. DALLAS ALBRITTON, Registered Agent
100 Madison Street, Suite 302
Tampa, Florida 33602

Date: May 7th, 2001