

PO 10000 57653

TO: Department Of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FROM: Michael W. Simon, Esq.
The Sanctuary Centre
4800 North Federal Highway
Suite 100-D
Boca Raton, FL 33431

RE: Articles of Incorporation - HILLIS & SONS, INC.

DATE: June 4, 2001

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-06/06/01--01087--002
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also included is a check for :

xx \$70.00 or _____ \$78.75
(Filing Fee) (Filing Fee & Certification)

Please provide the original and one conformed copy of the Articles of Incorporation and Designation of Registered Agent to the address set forth above.

Thank you for your assistance.

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01 JUN -6 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 11 2001

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**ARTICLES OF INCORPORATION
OF
HILLIS & SONS, INC.**

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HILLIS & SONS, INC.

The address of the principal office of this corporation shall be 3279 S.W. 14th Place, Boynton Beach, Florida 33426, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business consistent with the nature of the business set forth herein and permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the initial registered office of the corporation shall be SIMON, SIGALOS & SPYREDES, P.A., The Sanctuary Centre, 4800 North Federal Highway, Suite 100-D, Boca Raton, Florida 33431 and the name of the initial registered agent of the corporation at that address is Michael W. Simon, Esq..

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one or more Directors. The names and street addresses of the initial members of the Board of Directors are:

Robert Cunningham
3279 S.W. 14th Place
Boynton Beach, Florida 33426

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Vice President/Treasurer/Secretary

Robert Cunningham

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Robert Cunningham, 3279 S.W. 14th Place, Boynton Beach, Florida 33426.

The undersigned has executed these Articles of Incorporation this 31 day of May, 2001.


Robert Cunningham, Incorporator

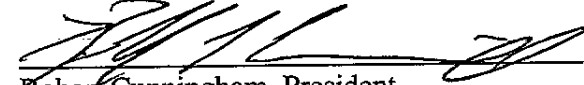
**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **HILLIS & SONS, INC.**
2. The name and address of the registered agent and office is:

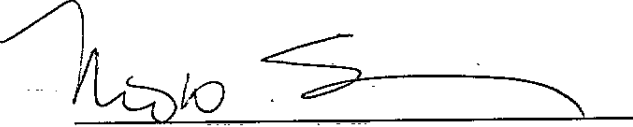
Michael W. Simon, Esq.
SIMON, SIGALOS & SPYREDES, P.A.
4800 North Federal Highway
Suite 100-D
Boca Raton, Florida 33431

May 31, 2001.


Robert Cunningham, President

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 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.

May 31, 2001.


Michael W. Simon, Esq.

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