

PO1000101725

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Hm Financial Holding Inc

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*****70.00 *****70.00

<input checked="" type="checkbox"/>	Art of Inc. File	FILED 01 OCT 19 PM 3:01 SECRETARY OF STATE TALLAHASSEE FLORIDA
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	RECEIVED 01 OCT 19 AM 11:57 DIVISION OF CORPORATION
<input type="checkbox"/>	Cert. Copy	
<input checked="" type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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ARTICLES OF INCORPORATION
OF
H M FINANCIAL HOLDING, INC.

FILED
01 OCT 19 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is **H M FINANCIAL HOLDING, INC..**

**ARTICLE II - Principal Office
and Mailing Address of the Corporation**

The address of the principal office of the corporation and its mailing address is 500 South Florida Avenue, Suite 400, Lakeland, Florida 33801.

ARTICLE III - Commencement and Duration

The corporation is to commence its corporate existence effective immediately, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Stock

The corporation is authorized to issue Fifty Million (50,000,000) shares of no par value common stock, which shares shall be a single class.

ARTICLE VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized

by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
John J. Pennachio	500 South Florida Avenue, Suite 400 Lakeland, Florida 33801
Mark R. Wells	500 South Florida Avenue, Suite 400 Lakeland, Florida 33801

ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator


The name and address of the Incorporator to these articles of incorporation are:

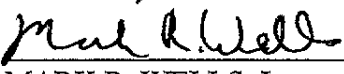
<u>Name</u>	<u>Address</u>
John J. Pennachio	500 South Florida Avenue, Suite 400 Lakeland, Florida 33801
Mark R. Wells	500 South Florida Avenue, Suite 400 Lakeland, Florida 33801

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 500 South Florida Avenue, Suite 400, Lakeland, Florida 33801, and the name of the initial registered agent of the corporation at that address is John J. Pennachio.

IN WITNESS WHEREOF, the undersigned, as incorporators, hereby execute these articles of incorporation this 17 day of October, 2001.

 (SEAL)
JOHN J. PENNACHIO, Incorporator

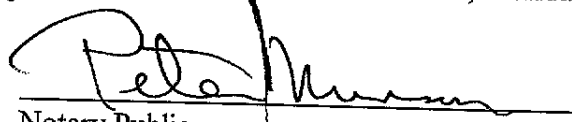
 (SEAL)
MARK R. WELLS, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

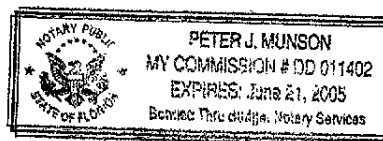
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John J. Pennachio and Mark R. Wells, who are personally known to me.

WITNESS my hand and official seal this 18 day of October, 2001, at Lakeland, Florida.

(NOTARIAL SEAL)



Notary Public
State of Florida at Large
My Commission Expires:



To: The Department of State
Tallahassee, Florida 32304

FILED

01 OCT 19 PM 3:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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 607.0501 of the Florida General Corporation Act, the following is submitted:

H M FINANCIAL HOLDING, INC., with its place of business at 500 South Florida Avenue, Suite 400, Lakeland, Florida 33801, has named JOHN J. PENNACHIO, located at 500 South Florida Avenue, Suite 400, Lakeland, Florida 33801, as its agent to accept service of process within Florida.

Dated: October 17, 2001.


MARK R. WELLS, President

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, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated: October 17, 2001.


JOHN J. PENNACHIO
Registered Agent