

CAPITAL CONNECTION, INC.

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

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HighMark Mergen Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File J. BRYAN NOV - 7 2001
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

RECEIVED
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DIVISION OF CORPORATION

Signature _____

Requested by: LW 11/7

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
HIGH MARK MERGER, INC.**

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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 High Mark Merger, Inc.

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

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

ARTICLE III - Duration

The corporation 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 1,000,000 shares of One Cent (\$.01) par value common stock, which shares shall be designated "Common Shares."

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 one director 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 director who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
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>
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 Mark R. Wells.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 21 day of August, 2001.

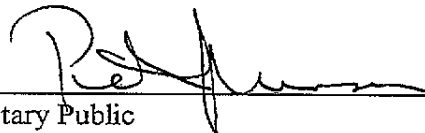
Mark R. Wells (SEAL)
MARK R. WELLS, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

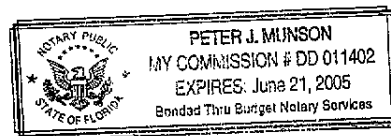
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Mark R. Wells, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal this 31 day of August, 2001, at Lakeland, Florida.

(NOTARIAL SEAL)



Notary Public
State of Florida at Large
My Commission Expires:



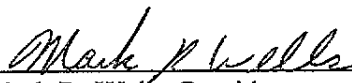
To: The Department of State
Tallahassee, Florida 32304

**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:

High Mark Merger, Inc., with its place of business at 500 South Florida Avenue, Suite 400,
Lakeland, Florida 33801, has named Mark R. Wells, located at 500 South Florida Avenue, Suite 400,
Lakeland, Florida 33801, as its agent to accept service of process within Florida.

Dated: August 31, 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 August 31, 2001.


Mark R. Wells, Registered Agent

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