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OF COUNSEL

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December 19, 2001

CERTIFIED MAIL- RETURN RECEIPT REQUESTED

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attn: Corporate Records

H & F Suncoast, Inc.

400004738604--6
-12/26/01--01046--016
*****78.75 *****78.75

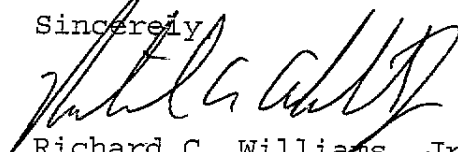
Dear Sir or Madam:

Enclosed for filing with your office are the original and one (1) copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is a check in the amount of \$78.75 representing payment of the following:

Filing fee	\$ 35.00
Certified copy fee	8.75
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,


Richard C. Williams, Jr.

RCW, JR./cet
Enclosures

FILED
01 DEC 26 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-27-01
10-12-01
10-12-01

ARTICLES OF INCORPORATION

OF

H & F SUNCOAST, INC.

FILED
01 DEC 26 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is H & F Suncoast, Inc.

ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 9029 U. S. Highway 19, Port Richey, Florida 34668, and the mailing address of the Corporation is 9029 U. S. Highway 19, Port Richey, Florida 34668.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be 9029 U. S. Highway 19, Port Richey, Florida 34668, and the initial registered agent of this Corporation at such office shall be Fred F. Fleming, Jr., who upon accepting this designation agrees to

comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

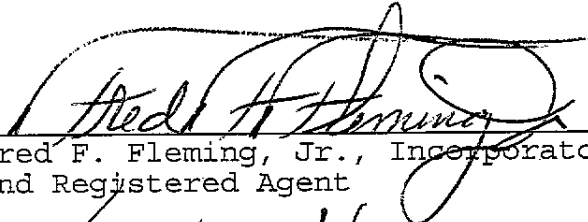
The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

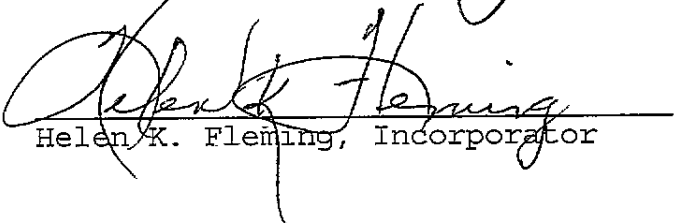
<u>Name</u>	<u>Address</u>
Fred F. Fleming, Jr.	9029 U. S. Highway 19 Port Richey, Florida 34668
Helen K. Fleming	9029 U. S. Highway 19 Port Richey, Florida 34668

ARTICLE VIII - INCORPORATOR

The names and street addresses of the persons signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Fred F. Fleming, Jr.	9029 U. S. Highway 19 Port Richey, Florida 34668
Helen K. Fleming	9029 U. S. Highway 19 Port Richey, Florida 34668


Fred F. Fleming, Jr., Incorporator
and Registered Agent


Helen K. Fleming, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PASCO) SS.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pasco to take acknowledgements, personally appeared FRED F. FLEMING, JR., who is personally known to me or who has produced New Mexico Driver's License as identification, and who executed the foregoing Articles of Incorporation of H & F SUNCOAST, INC., and he acknowledged before me that he executed the same this 19th day of December, 2001.

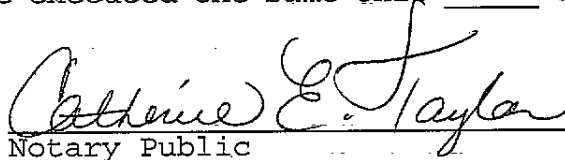

Notary Public

My Commission Expires:

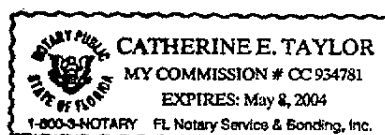


STATE OF FLORIDA)
)
COUNTY OF PASCO) SS.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pasco to take acknowledgements, personally appeared HELEN K. FLEMING, who is personally known to me or who has produced New Mexico Driver's License as identification, and who executed the foregoing Articles of Incorporation of H & F SUNCOAST, INC., and she acknowledged before me that she executed the same this 19th day of December, 2001.


Notary Public

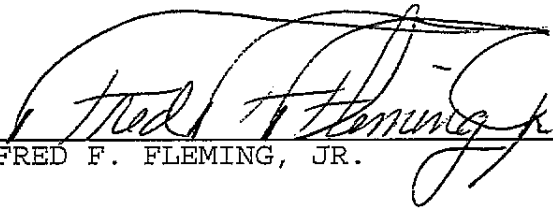
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for H & F SUNCOAST, INC., at the place designated in the Articles of Incorporation, FRED F. FLEMING, JR., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: December 19, 2001.


FRED F. FLEMING, JR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA