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April 4, 2002

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Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, Florida 32314

FILED
02 APR 10 PM 6:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: HERBY KIRBY, INC.

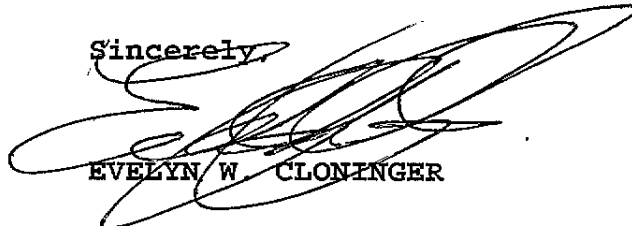
Dear Sir or Madame:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 to cover the following:

Filing fee	\$	35.00
Certified copy of Articles		8.75
Registered Agent's fee		35.00
	\$	78.75

Please return the executed, certified copy of the Articles of Incorporation, together with the registered agent's certificate to this office in the stamped, self-addressed envelope provided for your convenience.

Sincerely,



EVELYN W. CLONINGER

/mj

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
HERBY KIRBY, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be: **HERBY KIRBY, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **602 Whippoorwill Lane, Oviedo, Florida 32765.**

ARTICLE III

DURATION

This Corporation shall exist perpetually unless dissolved or terminated lawfully.

ARTICLE IV

CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 at a par value of \$1.00.

ARTICLE V

PURPOSE OF THE CORPORATION

The purpose of the Corporation shall be to engage in any lawful business of any kind.

ARTICLE VI

VOTING OF SHARES

Cumulative voting of shares of stock is not authorized.

ARTICLE VII

DIRECTORS

The initial Board of Directors shall consist of two (2) directors:

**SHARI W. KIRBY
SCOTT W. KIRBY**

However, the shareholders may elect to conduct the business of the Corporation by the shareholders themselves, without a Board of Directors, if 51% percent of the stock ownership so votes.

ARTICLE VIII

COMMENCEMENT OF EXISTENCE

The Corporation's existence shall begin on the date this corporation shall be chartered under the laws of the State of Florida by the Secretary of State of the State of Florida.

ARTICLE IX

PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his or her proportional share of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

ARTICLE X

AUTHORITY TO DISPOSE OF ASSETS

The Corporation may sell, lease, exchange or otherwise dispose of all, or substantially all, of its property and assets with the vote or written consent of the holders of 51% percent of the shares of the Corporation entitled to vote, and not otherwise.

ARTICLE XI

SHAREHOLDER APPROVAL OF COMPENSATION OF DIRECTORS

The Board of Directors shall submit all proposals of directors compensation to the shareholders of the Corporation for approval by a majority vote of those entitled to vote at the shareholder's annual meeting. No compensation shall be paid to the directors unless it has been approved by the shareholders in this manner.

ARTICLE XII

DIRECTORS TO BE SHAREHOLDERS

Other than the initial directors, no persons shall be deemed to have duly qualified as a director of the Corporation unless he or she is a holder of record of no less than five (5) shares of the Corporation. Should a director, other than an initial director, cease to hold sufficient shares, the office of that director shall be deemed vacant.

ARTICLE XIII

VOTE OF SHAREHOLDERS TO AMEND ARTICLES

These Articles of Incorporation may be amended only by the approval of the Board of Directors and the affirmative vote or written consent of not less than 51% percent of the outstanding voting shares of the Corporation. This paragraph shall not apply when a greater percentage of the votes of outstanding voting shares is required by these Articles or by law for amendment of specific article provisions. This paragraph shall also be inapplicable when amendment of these corporations in a manner or by persons other than those stated in this paragraph is expressly authorized by law.

ARTICLE XIV

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**SCOTT W. KIRBY
602 Whippoorwill Lane
Oviedo, Florida 32765**

The undersigned incorporator has executed these Articles of Incorporation this 4th day of April, 2002.



**SCOTT W. KIRBY
602 Whippoorwill Lane
Oviedo, Florida 32765**

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the Corporation is: **HERBY KIRBY, INC.**
2. The address of the registered office is: **602 Whipoorwill Lane, Oviedo, Florida 32765**
3. The name of the Registered Agent at the registered office is:

**SCOTT W. KIRBY
602 WHIPPOORWILL LANE
OVIDO, FLORIDA 32765**

DATED: April 4, 2002.

HERBY KIRBY, INC.

BY: _____

SCOTT W. KIRBY, INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Having been named as registered agent and to accept service of process for the above-named 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.

Dated: April, 4, 2002.

Scott W. Kirby

SCOTT W. KIRBY