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JOHN F. SPROULL, JR.

ATTORNEY AT LAW

314 ST. JOHNS AVENUE

PALATKA, FLORIDA 32177

PHONE 386-325-5301

FAX 386-325-3049

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02 JUN 26 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 24, 2002

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

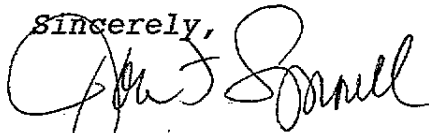
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*****70.00 *****70.00

Re: HAYES POINTE, INC.

Dear Sirs:

Enclosed please find original and one copy of Articles of Incorporation for HAYES POINTE, INC. together with Certificate Designating Resident Agent. Also enclosed is our check in the amount of \$70.00 to cover the filing fees.

Sincerely,


John F. Sproull

JFS/vm
Enc.

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g/g/26

ARTICLES OF INCORPORATION

OF

HAYES POINTE, INC.

ARTICLE I - NAME

The name of the Corporation shall be HAYES POINTE, INC.

ARTICLE II - EXISTENCE

The Corporation shall have perpetual existence and its existence shall begin business upon the approval of these Articles of Incorporation by the Secretary of State.

ARTICLE III - PURPOSE

The primary purpose of the Corporation shall be to develop and market real estate and to engage in other activity permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV - STOCK

The Corporation shall be entitled to issue One Hundred (100) shares of stock which shall have no par value.

ARTICLE V - DIRECTORS

The Corporation shall have a Board of Directors of at least four (4) members and a maximum of seven (7) members. The original Board of Directors and the addresses shall be:

- A. Wade Priester, 109 Nancy Place, Palatka, FL 32177
- B. Marta L. Priester, 109 Nancy Place, Palatka, FL 32177
- C. Dennis C. Hayes III, 251 Stillwell Ave., Palatka, FL 32177
- D. Deryl L. Perry, 3782 Shady Grove Rd., Carrollton, GA 30116

ARTICLE VI - OFFICERS

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The corporation shall have a President, one or more Vice-Presidents, a Secretary and a Treasurer. It shall be permissible for one person to hold more than one office. The names and addresses of the initial officers shall be:

President

Wade Priester
109 Nancy Place
Palatka, FL 32177

Secretary/Treasurer

Marta L. Priester
109 Nancy Place
Palatka, FL 32177

ARTICLE VII - CORPORATE OFFICE

The primary office of the Corporation shall be 109 Nancy Place, Palatka, FL 32177. The corporation may establish other offices as the Board of Directors may from time to time deem appropriate.

ARTICLE VIII - REGISTERED AGENT

The Registered Agent for the Corporation and the registered corporate office of 109 Nancy Place, Palatka, Florida 32177, shall be Wade Priester.

ARTICLE IX - SUBSCRIBERS/INCORPORATORS

The name of the subscriber and incorporator of these Articles of Incorporation and his address is:

Wade Priester, 109 Nancy Place, Palatka, FL 32177

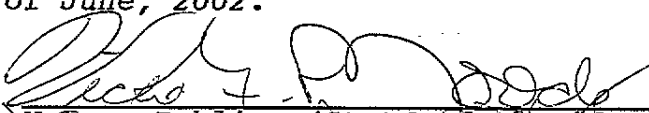
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 24th day of June, 2002.


WADE PRIESTER

STATE OF FLORIDA
COUNTY OF PUTNAM

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, WADE PRIESTER, well known to me to be the person subscribing his name to the attached and foregoing Articles of Incorporation and he acknowledged before me that he subscribed his name to the foregoing certificate for the purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 24th day of June, 2002.



Notary Public - State of Florida
Vickie F. Moody

Printed Name
My Commission Expires: _____
Personally Known _____
ID Produced _____



VICKIE F. MOODY
Notary Public, State of Florida
My comm. expires 8-3-2002
Comm. No. 764215

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

FIRST -- That HAYES POINTE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the Town of Palatka, County of Putnam, State of Florida, has named Wade Priester 109 Nancy Place, Palatka, FL 32177, as its agent to accept service of process within its State.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.



Resident Agent

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TALLAHASSEE, FLORIDA