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September 4, 2002

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Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

Re: BEN HAYNES ENTERPRISES, INC.

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with my check in the amount of \$ 78.35 for filing same.

Thank you for your usual prompt attention to these matters.

Please return letter of acknowledgment to:

SMITH ASSOCIATES

5991 CHESTER AVENUE #213

JACKSONVILLE, FL 32217

Enclosures

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ARTICLES OF INCORPORATION

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OF

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BEN HAYNES ENTERPRISES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the Corporation is: BEN HAYNES ENTERPRISES, INC.

ARTICLE II

PRINCIPAL ADDRESS

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office is: 3325 PLYMOUTH STREET #6, JACKSONVILLE, FL 32205 and the name of the initial registered agent is: BENJAMIN F. HAYNES

ARTICLE III

DURATION: The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK: The Corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 1000 and the par value is \$ 1.00.

ARTICLE VI

BOARD OF DIRECTORS: The initial board of director(s) shall consist of 1 member(s). The name and mailing address of the person who is to serve as director is:

Name: BENJAMIN F. HAYNES

Address: 3325 PLYMOUTH STREET #6
JACKSONVILLE, FL 32205

ARTICLE VII

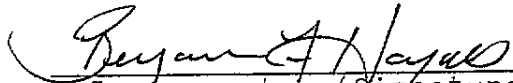
INCORPORATOR: The name and address of the incorporator is:

Name: BENJAMIN F. HAYNES

Address: 3325 PLYMOUTH STREET #6

JACKSONVILLE, FL 32205

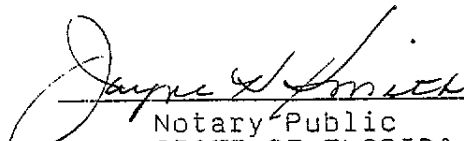
The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at JACKSONVILLE, Florida on the 4th day of SEPTEMBER, 2002.


Incorporator (Signature)

State of Florida
County of DUVAL

Before me, the undersigned authority, personally appeared BENJAMIN F. HAYNES who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at JACKSONVILLE in said County and State this 4th day of SEPTEMBER, 2002.


Notary Public
STATE OF FLORIDA

My commission expires: _____

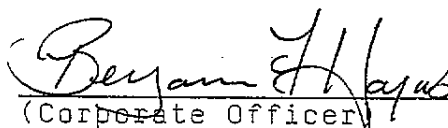


JAYNE H. SMITH
MY COMMISSION # DD 117898
EXPIRES: May 14, 2008
Bonded Thru Budget Notary Services

APPOINTMENT OF REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:


First - That BEN HAYNES ENTERPRISES, INC.
desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business at city of
JACKSONVILLE, state of FLORIDA
has named BENJAMIN F. HAYNES, located at
3325 PLYMOUTH STREET #6,
city of JACKSONVILLE, state of Florida, as its
agent to accept service of process within Florida.

Signature 
(Corporate Officer)

Title PRESIDENT

Date SEPTEMBER 4, 2002

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.

Signature 
(Resident Agent)

Date SEPTEMBER 4, 2002

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