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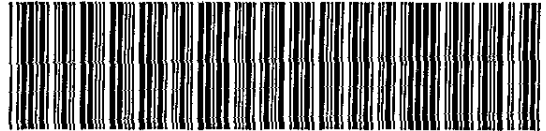
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 MAR 20 PM 1:00

W03-4109

March 17, 2003

Attn: Stacy Prather
Florida Dept State
Div. of Corporations
Tallahassee, Fla

I am enclosing copies of Certificate
of Domestication and Articles of Incorporation
and Certificate Designating Registered Agents

I request a certified copy of each be
sent to:

Herb Harkins
2301 S.W. Whitmarsh Way
Palm City, Fla. 34990

A check for \$128.75 was previously sent
to your office.

Thank you.

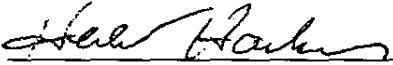

Her R Harkins

c.c. Shannon Bothwell

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Herbert R. Harkins (the "Affiant"), who being by me first duly sworn, deposes and says:

1. That Affiant is the President of H.R. Harkins, Inc., a dissolved Florida corporation (the "Company"), and in such position has personal knowledge of the status of the Company.
2. That the Company filed Articles of Dissolution with the Florida Secretary of State on January 27, 2003.
3. That the Company has no intention of revoking the dissolution and agrees to release its name for use by H.R. Harkins, Inc., a Florida corporation domesticated from New York.


Herbert Harkins, President



ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF Martin

I hereby certify that on this 21 day of February, 2003, before me personally appeared Herbert R. Harkins, the President of H.R. Harkins, Inc., who is personally known to me or who produced FLORIDA DRIVERS LICENSE as identification, and he acknowledged before me that he executed the same as his free act and deed on behalf of H.R. Harkins, Inc.

I have hereunto set my hand and seal in the State and County aforesaid as of this 21 day of February, 2003.


Notary Public Karen Ann Leshe
State of Florida county - Martin
My commission expires: Feb 24, 2006



Karen Ann Leshe
My Commission DD094885
Expires February 24, 2006


FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
03 MAR 20 PM 1:00

CERTIFICATE OF DOMESTICATION

The undersigned, Herbert R. Harkins, President of H. R. Harkins, Inc., a New York corporation (the "Corporation"), in accordance with § 607.1801 of the Florida Statutes does hereby certify:

1. The date on which the Corporation was first formed is **March 9, 1978**.
2. The jurisdiction in which the Corporation was first formed is the **State of New York**.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication is **H. R. Harkins, Inc.**
4. The name of the Corporation, as set forth in its articles of incorporation to be filed with this certificate pursuant to §§ 607.0202 and 607.0401 of the Florida Statutes is **H. R. Harkins, Inc.**
5. The jurisdiction that constitutes the seat, siege, principal place of business or central administration of the Corporation immediately prior to the filing of this Certificate of Domestication is the **State of New York**.
6. The Florida Articles of Incorporation required to complete the domestication process pursuant to § 607.1801 of the Florida Statutes are attached.

I am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 21 day of January, 2003.


Herbert R. Harkins

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TALLAHASSEE, FLORIDA
03 MAR 20 PM 1:00

ARTICLES OF INCORPORATION

OF

**H.R. HARKINS, INC.
(a Florida corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 MAR 20 PM 1:00

Article I - Name

The name of the corporation is: H.R. HARKINS, INC.(hereinafter called the "Corporation").

Article II - Purpose

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

Article III - Capital Stock

Authorized Capital Stock. The Corporation shall have the authority to issue 11,000 shares of common stock of the Corporation ("Common Stock"), consisting of 1000 shares of Voting Common Stock, \$.01 par value ("Voting Common Stock"), and 10,000 shares of Nonvoting Common Stock, \$.01 par value ("Nonvoting Common Stock").

Powers, Preferences and Rights of Voting Common Stock and Nonvoting Common Stock. Each share of Voting Common Stock shall entitle the holder to one vote, in person or by proxy, at all meetings of the shareholders of the Corporation, on the matter or matters upon which shareholders are entitled to vote. The Nonvoting Common Stock shall be non-voting stock.

Each share of Common Stock shall be entitled to participate equally in dividends that may be legally declared by the Board of Directors on the Common Stock and paid out of

available funds, and to participate equally in all distributions of assets upon the liquidation, dissolution or winding up of the Corporation.

Except as specifically required by law or this Article III, the holders of the Voting Common Stock shall have the right to change or limit the rights of the Nonvoting Common Stock by an affirmative vote of a majority of the outstanding shares of Voting Common Stock without (i) notice to the holders of the Nonvoting Common Stock (the "Nonvoting Shareholders"), (ii) a vote of the Nonvoting Shareholders, (iii) the consent of the Nonvoting Shareholders or (iv) causing dissenters' or appraisal rights of the Nonvoting Shareholders to be applicable to the change or limitation. This right of the Voting Common Stock shall not extend, however, to a change or limitation of the rights of the Nonvoting Common Stock that directly or indirectly affects the following rights or preferences, if any, of the Nonvoting Common Stock (including a modification to increase the rights of the Voting Common Stock), unless the modification or limitation applies equally to the Voting Common Stock and the Nonvoting Common Stock:

- a. The rate and manner of payment of dividends on the Nonvoting Common Stock;
- b. Whether the Nonvoting Common Stock may be redeemed or called and, if so, the redemption price or the call price and the terms and conditions of redemption or call;
- c. The amount payable to Nonvoting Shareholders in the event of liquidation, dissolution or winding up of the Corporation; and
- d. The terms and conditions on which the Nonvoting Common Stock may be converted or exchanged.

Article IV - Initial Registered Agent

The street address of the initial registered office of the Corporation is; and the name of the initial registered agent of the Corporation at that address is Herb Harkins, 2301 SW Whitemarsh Way, Palm City, Florida 34990.

Article V - Initial Principal Office

The street address of the initial principal office and mailing address of the Corporation is 2301 SW Whitemarsh Way, Palm City, Florida 34990.


Article VI - Initial Board Of Directors

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is as follows: Herb Harkins, 2301 SW Whitemarsh Way, Palm City, Florida 34990.

Article VII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Herb Harkins, 2301 SW Whitemarsh Way, Palm City, Florida 34990.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21 day of January, 2003.


Herbert R. Harkins

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE NAME AND OFFICE ADDRESS
OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Name of Corporation: H.R. Harkins, Inc.

Name and Office Address of Registered Agent: Herbert Harkins
2301 SW Whitemarsh Way
Palm City, Florida 34990

I agree to act as initial registered agent to accept service of process for the corporation named above at the place designated in this certificate. I agree to comply with Section 607.0505, Florida Statutes, and all other statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.


Herbert Harkins

Date: January 21, 2003.