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TALLAHASSEE, FLORIDA

TSG/27/03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 150094 7133535

AUTHORIZATION :

COST LIMIT : \$ PPD

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ORDER DATE : June 27, 2003

ORDER TIME : 10:15 AM

ORDER NO. : 150094-005

CUSTOMER NO: 7133535

CUSTOMER: Ms. Louise Hove  
James Marcus Vernon, Esq

1721 Rainbow Drive

Clearwater, FL 33755  
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DOMESTIC FILING

NAME: HILLSBOROUGH LAND HOLDINGS,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**HILLSBOROUGH LAND HOLDINGS, INC.**

03 JUN 27 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporation, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be HILLSBOROUGH LAND HOLDINGS, INC.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The principal office of the business is located at 1721 Rainbow Dr., Clearwater, FL 33755.

**ARTICLE III - SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 at a par value of \$.0001 per share.

**ARTICLE IV - PREEMPTIVE RIGHTS**

No preemptive rights are to be granted to shareholders.

**ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is: J. Marcus Vernon whose address is 1721 Rainbow Drive, Clearwater, Florida 33755.

**ARTICLE VI - INCORPORATOR**

The name and street address of the Incorporator is J. Marcus Vernon, whose address is 1721 Rainbow Drive, Clearwater, Florida 33755.

**ARTICLE VII - OFFICERS**

The affairs of the corporation shall be administered by the Officers designated in the Bylaws as shall be elected by the Board of Directors at its first meeting, following the first annual meeting.

**ARTICLE VIII - DURATION**

The duration of this corporation shall be perpetual.

### **ARTICLE IX - INITIAL BOARD OF DIRECTORS**

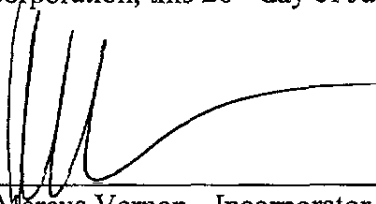
This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is:

**James Marcus Vernon**  
**1721 Rainbow Drive, Clearwater, Florida 33755**

### **ARTICLE X - AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right connected upon the shareholders in subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 26<sup>th</sup> day of June, 2003.

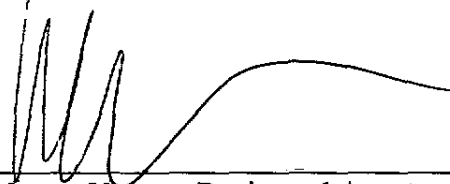
  
\_\_\_\_\_  
J. Marcus Vernon - Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

**Hillsborough Land Holdings, Inc.**, desiring to organize as a corporation under the laws of the State of Florida with its registered office at 1721 Rainbow Drive, Clearwater, Florida 33755, has named J. Marcus Vernon located at the above registered office, as its Registered Agent to accept service of process within this State.

Having been named as Registered Agent and to accept service of process for the above stated 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.

  
\_\_\_\_\_  
J. Marcus Vernon, Registered Agent

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