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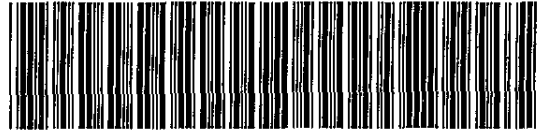
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Certificates of Status _____

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Mr. Andrews GAVE
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01/12/04-01043-004 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN 12 AM 11:07

FILED

DAVID M. ANDREWS

ATTORNEY AT LAW

125 NIX BOAT YARD ROAD

P.O. BOX 5358

ST. AUGUSTINE, FL 32085

TELEPHONE (904) 826-1987

EMAIL andrews@fdn.com

FAX (904) 826-4236

January 8, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Herlen Brothers, Inc.

Dear Sirs:

Enclosed are the original and one copy of proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is a check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Articles	8.75
Resident Agent Fee	<u>35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, please execute and send me a certified copy of the Articles.

Respectfully yours,



David M. Andrews

DMA:dds
Enclosures

ARTICLES OF INCORPORATION
OF
HERLEN BROTHERS, INC.

FILED
04 JAN 12 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, HERBERT R. WALKER, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is HERLEN BROTHERS, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents (10¢) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: 9990 U.S. 1 NORTH, ST. AUGUSTINE, FL 32095 and the name of the initial registered agent of this Corporation at the registered address is: HERBERT R. WALKER.

ARTICLE VIII 104 Marsh Island Circle
St. Augustine, FL 32095

The number of Directors of this Corporation shall not be less than ONE or more than THREE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
HERBERT R. WALKER	PRESIDENT/TREASURER	104 Marsh Island Circle St. Augustine, FL 32095
LEONARD R. WALKER	VICE-PRESIDENT/ SECRETARY	9990 U.S. 1 North St. Augustine, FL 32095

ARTICLE X

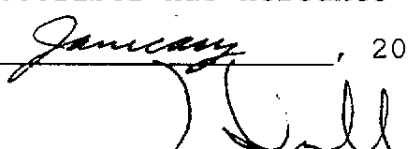
The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
HERBERT R. WALKER	104 Marsh Island Circle St. Augustine, FL 32095

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 8TH day of January, 2004.

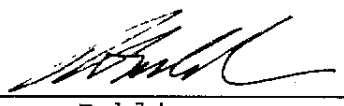

HERBERT R. WALKER

STATE OF FLORIDA

COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this
8th day of January, 2004, by HERBERT R. WALKER, who is
personally known to me or who produced n/a
as identification, and who did/did not take an oath.

(SEAL)



Notary Public

Printed Name of Notary: _____

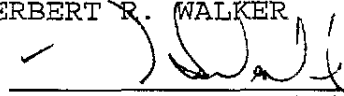
Commission Expires: _____

DAVID M. ANDREWS
Notary Public, State of Florida
My Comm. Expires Aug. 5, 2004
Comm. No. CC947678


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT HERLEN BROTHERS, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF ST.
JOHN'S, STATE OF FLORIDA, HAS NAMED HERBERT R. WALKER, LOCATED AT
104 MARSH ISLAND CIRCLE, OF THE CITY OF ST. AUGUSTINE, COUNTY OF
ST. JOHN'S, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

HERBERT R. WALKER
Signature: 
(Corporate Officer)
Title: President
Date: 1/8/04

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 - HERBERT R. WALKER
Date: 1/8/04