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SECRETARY OF STATE
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02-011-04
T.B.

RONALD C. WILLIS, ESQUIRE, P.A.
ATTORNEY AT LAW

120 E. Granada Boulevard
Ormond Beach, Florida 32176

Telephone: 386-672-0420
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January 30, 2004

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-0001

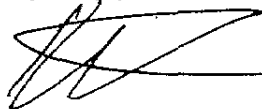
**RE: J.W. HILTON CONSULTING CORPORATION,
ARTICLES OF INCORPORATION**

Dear Sir/Madam:

Enclosed herewith are the original and one (1) copy of the Articles of Incorporation for the above-named new Florida Corporation along with our check in the amount of \$122.50 to cover various fees and taxes.

If everything is in order, we would appreciate it if you would send a certified copy of the Article to this office at your earliest convenience. If anything further is needed, please do not hesitate to contact us.

Very truly yours,



RONALD C. WILLIS

RCW/kad

Enclosure: check in the amount of \$122.50 and Articles of Inc. with one (1) copy

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
J.W. HILTON CONSULTING CORPORATION

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

ARTICLE I. NAME

The name of the corporation shall be J.W. HILTON CONSULTING CORPORATION.

ARTICLE II. PRINCIPAL OFFICE

The principal office of business of this corporation shall be 140 South Atlantic Avenue, Ormond Beach, Florida 32176, and the mailing address of this corporation is the same.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (\$1.00) per share. All of the shares shall be common shares and they shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Ronald C. Willis, Esquire, 120 East Granada Boulevard, Ormond Beach, FL 32176.

ARTICLE V. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is John Weslew Hilton, 450 Basin Street, Daytona Beach, Florida 32114.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have no directors.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation qualify under Section 1244 of the Internal Revenue Code. Such actions that are necessary to accomplish this qualification will be taken by the officers of this corporation.

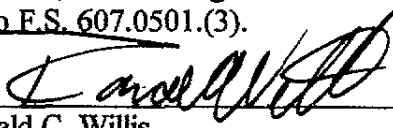
The undersigned has executed these Articles of Incorporation this 30th day of January, 2004.



John W. Hilton

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for J.W. Hilton Consulting Corporation, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.(3).



Ronald C. Willis