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**DAVID K. OAKS, P.A.**

ATTORNEY AT LAW

DAVID K. OAKS

JACKIE M. SMITH  
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March 2, 2006

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

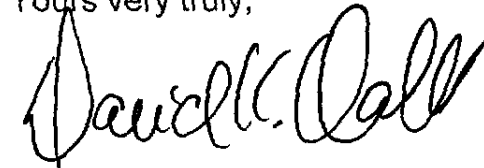
RE: **HCE MANAGEMENT GROUP, INC.**  
**ARTICLES OF INCORPORATION**

Dear Sir:

Enclosed please find the original and two copies of the Articles of Incorporation for HCE MANAGEMENT GROUP, INC., together with our check in the amount of \$78.75 for the filing fee. Please return a stamped copy of the articles to the above address.

Thank you for your assistance in this matter.

Yours very truly,



David K. Oaks

DKO:js  
Encl.  
cc: client

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ARTICLES OF INCORPORATION  
OF  
HCE MANAGEMENT GROUP, INC.

I, the undersigned, WALTER HELM do hereby prepare these Articles of Incorporation for the purpose of forming a corporation for profit as provided under the laws of the State of Florida.

1. NAME. The name of the corporation shall be HCE MANAGEMENT GROUP, INC., a Florida corporation.

2. PURPOSE. The said corporation is to be in the business of engaging in any and all activities allowable under the laws of the State of Florida.

3. GENERAL POWERS. The Association shall have the following powers:

a) To buy, sell, trade, exchange and otherwise transfer and assign all types of real, personal and mixed property, and more specifically to engage fully for the purposes contained in Article II above.

b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with

real or personal property or any interest therein, wherever situated.

c) To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida Statute 607.141.

d) To construct, buy, own, sell, lease, and operate such buildings and other structures and facilities as may be deemed necessary and proper in connection with the conduct of the business of said corporation.

e) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all any of its property, and income.

g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida Statute 607.011, and to exercise all other powers provided by law to be exercised by corporations.

4. TERM. This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

5. OFFICE. The principal office and registered office address of the corporation is 1232 Market Circle, Port Charlotte, FL 33953.

6. MANAGEMENT. This corporation shall have four directors, elected in accordance with the corporation by-laws. The affairs and business of this corporation shall be conducted by the Board of Directors and a President/Secretary/Treasurer, all of whom will be elected annually by the members of the corporation.

7. DIRECTORS. The names and addresses of the first Board of Directors of this corporation follows:

WALTER HELM  
17106 Seashore Avenue  
Port Charlotte, FL 33948

PATRICK ELEK  
80 Orlando Blvd.  
Port Charlotte, FL 33954

LINDA HELM  
17106 Seashore Avenue  
Port Charlotte, FL 33948

MELISSA CUMMINS  
25616 Aysen Drive  
Punta Gorda, FL 33983

This Board of Directors shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

7. OFFICERS.

a) The names and addresses of the first Officers of this corporation are as follows:

President	WALTER HELM 17106 Seashore Avenue Port Charlotte, FL 33948
Vice President	PATRICK ELEK 80 Orlando Blvd. Port Charlotte, FL 33954
Secretary	MELISSA CUMMINS 25616 Aysen Drive Punta Gorda, FL 33983
Treasurer	LINDA HELM 17106 Seashore Avenue Port Charlotte, FL 33948

These officers shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

8. STOCK. Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock with \$1.00 par value; no other class or type of stock

to be issued. Each share of stock shall entitle the owner thereof to one (1) vote.

9. SHAREHOLDERS. The name and post office address of each shareholder hereto, the number of shares of stock each agrees to take, and the amount to be paid therefore, follows:

WALTER HELM 45 Shares  
17106 Seashore Avenue  
Port Charlotte, FL 33948

PATRICK ELEK 15 Shares  
80 Orlando Blvd.  
Port Charlotte, FL 33954

LINDA HELM 25 Shares  
17106 Seashore Avenue  
Port Charlotte, FL 33948

MELISSA CUMMINS 15 Shares  
25616 Aysen Drive  
Punta Gorda, FL 33983

10. RESIDENT AGENT. The name and address of the resident agent of the corporation is:

DAVID K. OAKS  
407 East Marion Avenue  
Punta Gorda, FL 33950

11. BY-LAWS. The By-laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

IN WITNESS WHEREOF, said parties and subscribers have hereunto  
set their hands and seals this 30<sup>th</sup> day of ~~December, 2005.~~  
January, 2006.

SIGNED AND SEALED  
IN THE PRESENCE OF:

Jacque M. Smith  
Witness

Walter Helm  
WALTER HELM  
17106 Seashore Avenue  
Port Charlotte, FL 33948

Davell Cole  
Witness

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and  
County, personally appeared WALTER HELM incorporator of HCE  
MANAGEMENT GROUP, INC. who, after being first duly sworn,  
acknowledged that he executed the foregoing Articles of  
Incorporation for the uses and purposes therein expressed on behalf  
of said corporation.

WITNESS my hand and official seal in the County and State  
aforesaid this 30<sup>th</sup> day of ~~December, 2005.~~  
January, 2006

My Commission Expires:

Jacqueline M. Smith  
Notary Public



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, That HCE MANAGEMENT GROUP, INC. organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Port Charlotte, County of Charlotte, State of Florida, has named DAVID K. OAKS, ESQ., DAVID K. OAKS, P.A., 407 East Marion Avenue, Suite 101, Punta Gorda, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By   
Resident Agent

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PUNTA GORDA, FLORIDA