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Korn & Zehmer, P.A.

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FLORIDA PROFIT/NON PROFIT CORPORATION

Hilles Acquisition Corp.

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**ARTICLES OF INCORPORATION
OF
HILLES ACQUISITION CORP.**

ARTICLE I

The name of this corporation is: Hilles Acquisition Corp. The principal office of the corporation is located at 1685 Crescent Cove Court, Orange Park, Florida 32003.

ARTICLE II

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The total number of authorized shares of the capital stock of this corporation is One Thousand (1,000) shares, of a single class of voting common stock, all of which shall have a par value of One Dollar (\$1.00) each. Each issued and outstanding share of common stock shall be entitled to one vote.

ARTICLE IV

This corporation shall have perpetual existence. The existence of this corporation shall begin as of the date of the filing of these articles.

ARTICLE V

The number of directors that the corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the corporation. Initially, there shall be two (2) directors.

ARTICLE VI

The names and post office addresses of the first directors of the corporation, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

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<u>Names</u>	<u>Post Office Address</u>
Robert W. Hilles	505 Mission Park Ln St. Augustine, Florida 32095
Evan Schuetz	1685 Crescent Cove Ct Orange Park, Florida 32003

ARTICLE VII

The name and post office address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Post Office Address</u>
John H. Zehmer	822 A1A North, Suite 315 Ponte Vedra Beach, Florida 32082

ARTICLE VIII

The street address of the initial registered office of this corporation is 822 A1A North, Suite 315, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is John H. Zehmer.

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 13th day of July, 2006.

Signed, sealed and delivered
in the presence of:

Kristen M. Lume
Richard C. Lume

John H. Zehmer
John H. Zehmer

STATE OF FLORIDA)
)
COUNTY OF ST. JOHNS)

BE IT REMEMBERED that on this 13th day of July, 2006, personally came before me John H. Zehmer, who is personally known by me, and who is the incorporator of the foregoing Articles of Incorporation and acknowledged that he signed said Articles as his act and deed on behalf of Hilles Acquisition Corp., and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and here aforesaid.

Kelly E. Laney
Print Name: KELLY E. LANEY
Notary Public, State of Florida at Large
My Commission Expires:
My Commission No.:



Kelly E. Laney
Commission # DD283878
Expires February 29, 2008
Bonded Troy Feltz - Insurance, Inc. 800-385-7819

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**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Hilles Acquisition Corp., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Orange Park, Clay County, State of Florida, has named John H. Zehmer, 822 A1A North, Suite 315, Ponte Vedra Beach, Florida 32082, as its agent to accept service of process within this state.

Hilles Acquisition Corp.

July 13, 2006
Date

John H. Zehmer
By: John H. Zehmer, Incorporator

ACCEPTANCE

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

July 13, 2006
Date

John H. Zehmer
John H. Zehmer

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