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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***Brian G. Pincket, Esquire***

*Attorney at Law*

**9016 Phillips Hwy.**

**Jacksonville, FL 32256**

Telephone: (904) 886-6929 Fax: (904) 636-5760

December 6, 2007

**VIA OVERNIGHT MAIL**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Highpoint Holdings, Inc.

To Whom It May Concern:

Enclosed is the original **Articles of Incorporation for Highpoint Holdings, Inc.** I attempted to file the enclosed Articles electronically but was not able to do so because of the conflict with the name and document number of **Highpoint Holdings, LLC – L07000111506** (See enclosed email from Department of State regarding such conflict). I own the rights to the conflicting name, and waive any conflict between the names of (1) Highpoint Holdings, LLC and (2) Highpoint Holdings, Inc. I do not waive a conflict between any of those two names and any other name that may be filed or attempted to be filed in the future.

Please file the enclosed Articles for **Highpoint Holdings, Inc.** I have enclosed a check for \$70.00 payable to the Florida Department of State for filing and designation of registered agent fees.

Because I used a credit card in my attempt to electronically file the enclosed Articles of Incorporation for Highpoint Holdings, Inc., please refund to me the \$70.00 I was charged at that time.

If you have any questions, please do not hesitate to contact the undersigned.

Regards,

  
\_\_\_\_\_  
Brian G. Pincket, Esquire

BP;bp  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
HIGHPOINT HOLDINGS, INC.**

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation is Highpoint Holdings, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of this corporation's principal office and its mailing address is 9016 Philips Hwy., Jacksonville, FL 32256.

**ARTICLE III  
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue One Million (1,000,000) shares of common stock.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

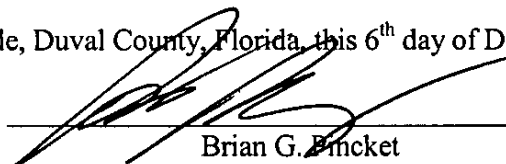
The street address of the initial registered office of this corporation is 9016 Philips Hwy., Jacksonville, FL 32256, and the name of the initial registered agent of this corporation at that address is Brian Pincket.

**ARTICLE VI  
INCORPORATOR**

The name and address of the Incorporator signing these articles is Brian Pincket, 9016 Philips Hwy., Jacksonville, FL 32256.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file, and record these Articles of Incorporation.

DATED at Jacksonville, Duval County, Florida, this 6<sup>th</sup> day of December 2007.

  
Brian G. Pincket

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
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**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

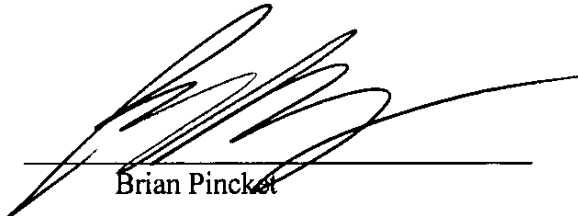
Pursuant to the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Highpoint Holdings, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Brian Pincket, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

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 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 as set forth in Section 607.0505, Florida Statutes.

Dated: December 6, 2007.

  
\_\_\_\_\_  
Brian Pincket

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AND  
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TALLAHASSEE, FLORIDA