

P95000024508

HANEON, INC.
P O BOX 58
MAYO, FLORIDA 32066

FILED

95 MAR 27 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 24, 1995

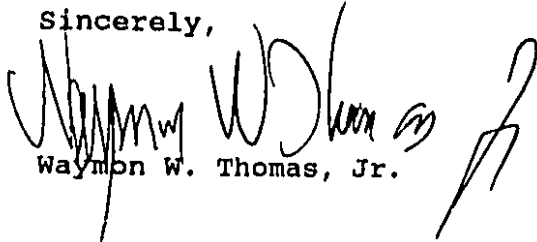
Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Please note that I have enclosed the corporate articles for Haneon, Inc. Please note that I have also enclosed \$122.50 for the corporate fee.

Please return the articles to the above address. Thank you for your help in this matter.

Sincerely,


Waymon W. Thomas, Jr.

400001440474
-03/27/95--01063--011
****122.50 ****122.50

MAR 27 1995

ESB

ARTICLES OF INCORPORATION

OF

HANEON, INC.

FILED

95 MAR 27 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following articles of incorporation.

ARTICLE I

The name of the corporation is: HANEON, INC.

ARTICLES II

The general nature of the business or businesses to be transacted by this corporation is as follows:

(a) To engage in any commercial, industrial or agricultural enterprise, calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida.

(b) To purchase, sell, transfer, trade, finance and otherwise deal in all matters involved in the operation of such a business.

(c) To purchase, acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer and otherwise deal with real or personal property wherever situated.

(d) To do any and all of the acts and to exercise any and all of the powers now or hereafter authorized under the law of the State of Florida to be done or exercised by corporations organized for profit.

(e) To do any and all of the things herein set forth and everything necessary, suitable or proper for the accomplishment

of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers, or which shall appear to be conducive to or expedient for the protection or benefit of this corporation to the same extent as natural persons might or could do and in any part of the world, as principal, agent, contractor, or otherwise, and either alone or in association with other corporations, firms or individuals.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand shares of capital stock of the par value or One-Dollar per share, all of which shall have full rights and privileges, including full voting rights, full participation in dividends, whether paid in cash or in rights, and all other rights and privileges normally and usually pertaining to the handling of the basic stock of a corporation.

Each share of capital stock shall be fully paid and non-assessable.

It shall be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the corporation Board of Directors.

The judgment and decision of the Board of Directors of the corporation as to the value of property or services received in consideration for the issuance of stock shall be conclusive and binding upon all persons, whomsoever.

ARTICLE IV

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V

The street address of the principal office of the corporation will be Hwy 27, Main St., Mayo, Florida 32066. The Board of Directors, at their discretion, may move the office to any other address in Florida, as well as establish other offices in Florida.

Meetings of the Stockholders and Directors of the corporation may be held within or without the State of Florida, and the place or places for holding of such meetings may be specified by the By-Laws or by the Board of Directors.

ARTICLE VI

The Board of Directors shall consist of not less than one nor more than five members. They shall be elected by a majority vote of the stockholders to be held as prescribed by the bylaws. Vacancies on the Board may be filled at any special meeting of the stockholders. No director need be a stockholder of the corporation. The directors shall hold their office after their election for a period of one year or until their successor is duly elected and qualified, subject to removal by the stockholders at any time with or without cause.

The Board of Directors have complete charge of the business of the corporation and shall have power to elect an executive committee and to delegate to it, as well as to the officers of

the corporation, such powers in the conduct of the corporation's business as it may be deemed advisable. The Board of Directors shall elect the officers of the corporation, who will consist of a President, Vice-President, Secretary, and Treasurer, and in the discretion of the Board, such other and further offices may be elected as shall be provided or specified by resolution of the Board of Directors. (Any person may hold more than one office.) None of these officers are required to be stockholders of the corporation. All such officers shall have such rank, tenure of office, powers and duties as may be prescribed by the bylaws or the Directors by appropriate resolution.

ARTICLE VII

The name and post office address of the members of the first Board of Directors, subject to the bylaws and these Articles of Incorporation or until their successors are duly elected and qualified, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Waymon W. Thomas, Jr.	P O Box 58 Hwy 27, Main St. Mayo, Florida 32066
Haneon (Sam) Durden, Jr.	Route 2, Box 68 Mayo, Florida 32066
John C. Hewett	P O Box 582 Mayo, Florida 32066

ARTICLE VIII

The name and street addresses of the officers who, subject to the bylaws and these Articles of Incorporation, shall hold office for the first year of the existence of the corporation or

until their successors are duly elected and qualified, shall be:

<u>NAME</u>	<u>Office</u>	<u>STREET ADDRESS</u>
John C. Hewett	President	Hwy 27, Main St. Mayo, Florida 32066
Waymon W. Thomas, Jr.	Sec/Treas	Hwy 27, Main St. Mayo, Florida 32066
Haneon (Sam) Durden, Jr.	Vice Pres.	Route 2, Box 68 Mayo, Florida 32066

ARTICLE IX

The name and street address of the subscribers of these Articles of Incorporation and the number of shares of stock which each agree to take are:

<u>NAME</u>	<u>SHARES</u>	<u>STREET ADDRESS</u>
Waymon W. Thomas, Jr.	100	Hwy 27, Main St. Mayo, Florida 32066
Haneon (Sam) Durden, Jr.	100	Route 2, Box 68 Mayo, Florida 32066
John C. Hewett	100	Hwy 27, Main St. Mayo, Florida 32066

ARTICLE X

The original bylaws of this corporation shall be made and adopted by the incorporators by a majority vote thereof. Thereafter the Articles may be amended and the bylaws may be amended, changed, repealed or enlarged by the Board of Directors by a majority vote of the Directors present at any regular meeting of the Board, or at any special meeting called for that purpose. The Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued and to replace lost or destroyed certificates by a new issue.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this corporation shall be affected or invalidated by reason of the fact that any one or more of the Board of Directors of this corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporations, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may in anyway be interested.

ARTICLE XII

The corporation shall indemnify every Director or Officer, his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the corporation, or at its request of any other corporation of which it is a

stockholder or creditor, and from which he is not entitled to be indemnified. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

ARTICLE XIII

Pursuant to Section 48.091, Florida Statutes, Waymon W. Thomas, Jr., whose address is Hwy 27, Main St., Mayo, Florida. 32066, is appointed registered agent for service of process upon Haneon, Inc.

IN WITNESS WHEREOF, the subscribing incorporators have hereunder set his hand and seal and caused these Articles of Incorporation to be executed this 24th day of March, 1995.

STATE OF FLORIDA)
COUNTY OF LAFAYETTE)

Waymon W. Thomas, Jr.
John C. Hewitt
Robert A. Smith

I HEREBY CERTIFY that on this day, before me, the undersigned authority, personally appeared to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Mayo, Florida,
this 24th day of March , 1995.

(SEAL)

Loretta K. Renfrow
Notary Public
State of Florida

My Commission Expires:



LORETTA K. RENFROW
MY COMMISSION # 00304336 EXPIRES
August 13, 1997
BONDED THRU TROY FAIR INSURANCE, INC

FILED

95 MAR 27 AM 8:48

ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, having been designated as agent for service of process within the State of Florida upon Haneon, Inc., at the place designated in Article XIII of the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent for the Corporation.

Wayman W. Shaw 3/24/95