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LAW OFFICES
OF
BEN WATKINS
41 Commerce Street
Apalachicola, Florida 32320
(904) 633-2121

J. Ben Watkins
Jan J. Heyler
Douglas W. Gaidry

April 21, 1995

Secretary of State
Bureau of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: HESCO FINANCIAL CORP.

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Incorporation for the above-referenced corporation, together with Registered Agent's Certificate and our check for \$70.00 to cover:

Filing Fee
Certificate Designating Registered Agent

\$ 35.00
\$ 35.00
\$ 70.00

Please note that even though the street addresses shown in the Articles appear to be mailing addresses only, they are, in fact street addresses.

We do not need a Certified Copy of Articles of Incorporation at this time.

I would be grateful if you would call me when the Articles have been filed. We appreciate your kindness in helping us expedite this matter.

Thank you.

Sincerely,

LAW OFFICE OF BEN WATKINS

Douglas W. Gaidry

Enclosures

FILED
95 APR 24 PM 1:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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FILED
MAR 24 PM 1:50
\$5
SECRET
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**ARTICLES OF INCORPORATION
OF
HESCO FINANCIAL CORP.**

ARTICLE I - NAME

The name of this Corporation is HESCO FINANCIAL CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, which shall be issued for money, property, or services as may be determined by the Board of Directors of the Corporation.

**ARTICLE V - PRINCIPAL OFFICE AND INITIAL
REGISTERED OFFICE AND AGENT**

The street and mailing address of the principal office of the corporation is: HC1 Box 781, Port St. Joe, Florida 32456. The street address of the initial registered office of this Corporation is 41 Commerce Street, Apalachicola, Florida 32320, and the name of the initial registered agent of this Corporation at that address is Douglas W. Gaidry.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

J. Alexander Heslin, III

HC1 Box 781

Port St. Joe, Florida 32456

ARTICLE VII - TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between this Corporation and any other corporation, or individual, shall be, in the absence of fraud, affected or invalidated by the fact that one or more of the directors or officers of this Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from such contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be interested. Any director of this Corporation may vote on any contract or other transaction between this Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

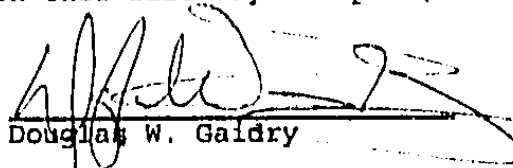
ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Douglas W. Gaidry, 41 Commerce Street, Apalachicola, Florida 32320.

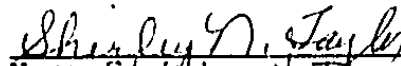
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of April, 1995.


Douglas W. Gaidry

STATE OF FLORIDA)
) ss.
COUNTY OF FRANKLIN)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Douglas W. Gaidry, personally known to me, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 21st day of April, 1995.


Name: Shirley N. Taylor
NOTARY PUBLIC, STATE OF FLORIDA

Commission No.: EC161184

Commission Expires: 11-30-95

Notary Public, State of Florida
My Commission Expires Nov. 30, 1995
Bonded thru Troy Talm - Insurance Inc.

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

The following is submitted in compliance with Section 48.091
Florida Statutes:

HESCO FINANCIAL CORP., desiring to organize under the laws of
the State of Florida, with its principal office at the City of Port
St. Joe, Florida, has named Douglas W. Gaidry as its registered
agent at the registered office at 41 Commerce Street, Apalachicola,
Florida 32320 to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for 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 above-referenced statute relative
to keeping said office open. I am familiar with and accept the
duties and responsibilities of registered agent.



Douglas W. Gaidry, Registered Agent

Date: 4/21/95

FILED
95 APR 24 PM 1:50
SECTION
TALLAHASSEE, FLORIDA