

995000034856

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Will Wait
 095-9437
 05/4/95

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 MAY -4 AM 11:47

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAK _____

WALK-IN Will Pick Up S-9

RE: Healey of Northbus
Florida, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Resurrection	200001475762	
<input type="checkbox"/> Annual Report/Reinstatement	05/04/95--01050--003	
<input type="checkbox"/> Reg. Agent Service	****122.50	****122.50
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 4, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: HENLEY OF NORTHWEST FLORIDA, INC.
Ref. Number: W9500009437

*Will
Wait*

We have received your document for HENLEY OF NORTHWEST FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE CORPORATE NAME LISTED IN THE ACCEPTANCE BY THE REGISTERED AGENT IS NOT THE SAME NAME AS THE CORPORATION BEING FILED. PLEASE CORRECT THE REGISTERED AGENTS ACCEPTANCE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 495A00021703

Corrected

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -4 AM 11:48

ARTICLES OF INCORPORATION
OF

HENLEY OF NORTHWEST FLORIDA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is HENLEY OF NORTHWEST FLORIDA, INC.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

(1) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of \$1.00 par value common stock.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 202 Bear Drive, Gulf Breeze, Florida 32561. The name of the initial registered agent for the corporation at that address is John D. Henley, IV. The

principal office of the corporation shall be 318 Gulf Breeze Parkway, Gulf Breeze, FL 32561.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
John D. Henley, III	202 Bear Dr., Gulf Breeze, FL 32561
John D. Henley, IV	202 Bear Dr., Gulf Breeze, FL 32561

ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
John D. Henley, III	202 Bear Dr., Gulf Breeze, FL 32561
John D. Henley, IV	202 Bear Dr., Gulf Breeze, FL 32561

ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

The 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.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 3rd day of May, 1995.

John D. Henley III
JOHN D. HENLEY, III

John D. Henley IV
JOHN D. HENLEY, IV

FILED STATE
SECRETARY OF CORPORATIONS
95 MAY -4 AM 11:48
DIVISION OF CORPORATIONS

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared JOHN D. HENLEY, III and JOHN D. HENLEY, IV, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 3rd day of May, 1995.

Kathleen K. DeMaria
Printed Name: Kathleen K. DeMaria
Notary Public Stamp:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of said corporation which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.325 of the Florida Statutes.

John D. Henley IV
JOHN D. HENLEY, IV