

P95000038685

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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

55 MAY 16 PM 2:19

5/16/95
EFFECTIVE DATE
5/12/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>sk</i>	_____	_____

WALK-IN Will Pick Up 5-16

RE: Haydon Leigman Corporation

C.C. FEE. DISBURSED

☒ Capital Express™
☒ Art. of Inc. File
____ Corp. Record Search
____ Ltd. Partnership File
____ Foreign Corp. File
☒ () Corp. Copy(n)
Phish Copy
____ Art. of Amend. File
____ Dissolution/Withdrawal
____ C U S
____ Filitious Name File

____ Name Reservation
____ Annual Report/Reinstatement
____ Reg. Agent Service
____ Document Filing

____ Corporate Kit
____ Vehicle Search
____ Driving Record
____ Document Retrieval

____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval
____ File No.'s, _____ Copies

____ Courier Service
____ Shipping/Handling
____ Phone () _____

____ Top Priority
____ Express Mail Prop.

____ 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

RECEIVED
95 MAY 16 PM 12:55
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 16 PM 2:19

HOUGHTON-WAGMAN CORPORATION

The undersigned subscriber to the articles of incorporation, SCOTT WAGMAN, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I.

Name

The name of this corporation is HOUGHTON-WAGMAN CORPORATION. The mailing address of the corporation is 7839 Fruitville Road, Sarasota, FL 34240.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be May 12, 1995, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

This corporation is organized to engage in any and all lawful businesses.

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

EFFECTIVE DATE

5/12/95

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy. (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V.

Capital Stock

This corporation is authorized to issue Five Thousand (5,000) shares of one dollar (\$1.00) par value common stock, which may be

fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7839 Fruitville Road, Sarasota, FL 34240, and the name of its initial registered agent at such address is SCOTT WAGMAN. The principal mailing address is the same.

ARTICLE VII.

Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
BETH HOUGHTON	7839 Fruitville Road Sarasota, FL 34240
SCOTT WAGMAN	7839 Fruitville Road Sarasota, FL 34240

ARTICLE VIII.

Subscriber

The name and street address of the incorporator signing these articles of incorporation is:

Name

SCOTT WAGMAN

Address

7839 Fruitville Road
Sarasota, FL 34240

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X.

Indemnification

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

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on May 12th, 1995.

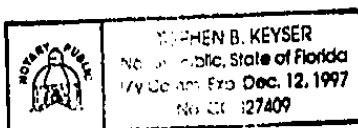


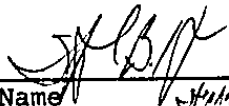
SCOTT WAGMAN

STATE OF FLORIDA

COUNTY OF MIAMI

The foregoing instrument was acknowledged before me on May 12, 1995, by SCOTT WAGMAN, who is personally known to me or who has produced nh as identification and who did (did not) take an oath.

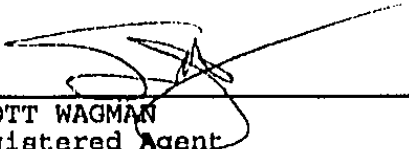




(Name Stephen B. Keyser)
Notary Public
Serial Number (if any) _____
Commission Expiration Date _____

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations provided for in §607.325 of the Florida Statutes.



SCOTT WAGMAN
Registered Agent

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