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CLEARWATER, FLORIDA 34615  
(813) 441-8966 FAX (813) 442-8470

111 MADISON STREET, SUITE 2300  
P.O. BOX 1531 (ZIP 33601)  
TAMPA, FLORIDA 33602  
(813) 273-4200 FAX (813) 273-4396

June 20, 1995

IN REPLY REFER TO:

Clearwater

Secretary of State  
Division of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

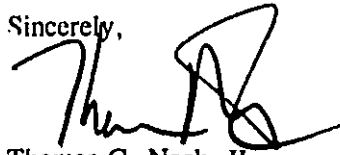
RE: Hutcheson Enterprises, Inc.

Dear Clerk:

Enclosed please find original Articles of Incorporation for the above referenced corporation along with a check in the amount of \$122.50 for the filing fees.

Please proceed to file this new corporation and return acknowledgement to my attention. Thank you for your cooperation. If you have any questions upon receipt of this letter, please do not hesitate to call.

Sincerely,



Thomas C. Nash, II

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95 JUN 26 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HUTCHESON ENTERPRISES, INC.**

FILED  
JUN 26 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
Name and Address

The name of this corporation is HUTCHESON ENTERPRISES, INC., whose place of business is located at 11 Fountain Square, Belleair, FL.

**ARTICLE II**  
Duration

The term of existence of this corporation shall be perpetual.

**ARTICLE III**  
Purpose

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

**ARTICLE IV**  
Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

**ARTICLE V**  
Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done

without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 400 Cleveland Street, Eighth Floor, Clearwater, FL and the name of the initial registered agent of this corporation at that address is THOMAS C. NASH, II.

**ARTICLE VII**  
**Initial Board of Directors and Officers**

This corporation shall have two director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
William C. Hutcheson	252 Pine Road Belleair, FL	Secretary/ Treasurer/Director
David Hutcheson	11 Fountain Square Belleair, FL	President/Director

**ARTICLE VIII**  
**Incorporators**

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Thomas C. Nash, II	400 Cleveland Street, 8th Floor Clearwater, FL 34615

**ARTICLE IX**  
**Bylaws**

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

**ARTICLE X**  
**Shareholder Quorum and Voting**

Fifty-one percent (51 %) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI**  
**Powers**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

**ARTICLE XII**  
**Indemnification**

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

ARTICLE XIII  
Amendment

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

ARTICLE XIV  
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

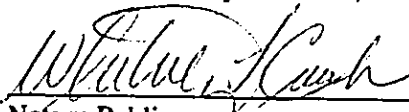
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of June, 1995.

  
\_\_\_\_\_  
Incorporator THOMAS C. NASH, II

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, THOMAS C. NASH, II, to me personally known or who has produced N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 21<sup>st</sup> day of June, 1995.

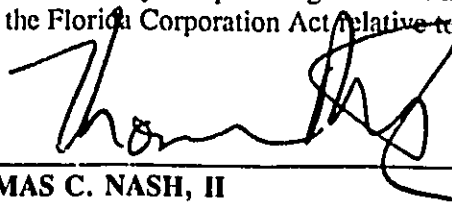
  
\_\_\_\_\_  
Notary Public  
Print Name: WILLIAM L. CREECH  
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES: 17, 1995  
BONDED THRU GENERAL INS. UND.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for HUTCHESON ENTERPRISES, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.



THOMAS C. NASH, II

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA