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BOARD CERTIFIED CREDITORS
RIGHTS SPECIALIST-CILLA
ACADEMY OF COMMERCIAL
AND BANKRUPTCY LAW SPECIALISTS

January 11, 1996

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

VIA FEDERAL EXPRESS

#8232921560

Re: H.C.T., INC.
Filing of Articles of Incorporation

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation for the above named corporation. In addition a check in the amount of \$122.50 is enclosed which represents the following fees:

(1) Filing fee	\$35.00
(2) Certified copy	\$52.50
(3) Registered agent fee	<u>\$35.00</u>
Total:	\$122.50

Please file the original of the enclosed Articles and return a certified copy to my attention. Thank you.

Sincerely,

DRYDEN & HEIDKAMP

Thomas M. Dryden, Esquire
For The Firm

TMD\nlm
Enclosures
cc: client

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****122.50 ****122.50

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cc/b71

W96-1317
1-18-96

TS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 18, 1996

DRYDEN & HEIDKAMP
2231 FIRST STREET
FORT MYERS, FL 33901

SUBJECT: H.C.T., INC.
Ref. Number: W96000001317

We have received your document for H.C.T., INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00002211

ARTICLES OF INCORPORATION
OF
H.C.T., INC.

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be H.C.T., INC.. The principal place of business of this corporation shall be 8540 Alico Road, Fort Myers, Florida, 33912.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 2231 First Street, Fort Myers, Florida, 33901, and the name of the initial registered agent of the corporation at that address is Thomas M. Dryden. The registered agent of the corporation is familiar with the obligations of a registered agent under Florida law and accepts the obligations of that position.

ARTICLE V. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is: D. K. Corbett, 8540 Alico Road, Florida, 33912.

ARTICLE VI. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

ARTICLE VII. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for,

or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

10th The undersigned incorporator has signed these Articles of Incorporation on this day of January, 1996.

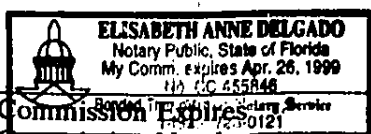


D. K. CORBETT, as Incorporator

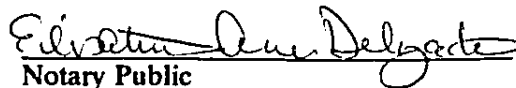
STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this _____ day of January, 1996, by D. K. CORBETT, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that said instrument was signed for the purposes therein expressed, or who has produced a valid Florida driver's license as identification.

0613-171-34-104



My Commission Expires _____
My Commission Number _____


Notary Public

Elisabeth Anne Delgado
(Print Name)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **H.C.T., INC.**
2. The name and address of the registered agent and office is:

**Thomas M. Dryden, Esquire
Registered Agent
2231 First Street
Fort Myers, Florida 33901**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
56 JUN 23 PM 2:56

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

1-22-96