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*BOARD CERTIFIED REAL ESTATE LAWYER

February 12, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Impact Resource Group, Inc.

000001715520
-02/15/96--01039--017
****122.50 ****122.50

Dear Sir:

Please file the enclosed Articles of Incorporation on behalf of captioned corporation. We also enclose separate Registered Agent form in accordance with Florida Statutes.

Our check in the amount of \$122.50 is enclosed, representing filing fee, registered agent fee, certified copy and minimum charter tax.

Upon your approval of said Articles, kindly endorse the enclosed duplicate copy of same and return to this office.

Thank you.

Yours very truly,


JAMES P. HAHN

JPH/prl

Enclosure

Dmc
2/19/96

FILED
96 FEB 15 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
IMPACT RESOURCE GROUP, INC.

FILED
96 FEB 15 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Impact Resource Group, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1500 shares of Five Dollar (\$5.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by the corporation of any new stock, not heretofore issued, of the same kind, class or series as that which he already holds, 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 AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 720 Kraft Road, Lakeland, Florida, 33801, and the name of the initial registered agent of this corporation at

that address is Jack R. Harrell, Jr. The principal office and mailing address of the corporation is P.O. Box 807, Lakeland, Florida, 33802-0807.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors 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 of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jack R. Harrell, Jr.	Post Office Box 807 Lakeland, Florida 33802
Steve Martin	Post Office Box 807 Lakeland, Florida 33802
Jack R. Harrell, Sr.	Post Office Box 807 Lakeland, Florida 33802

ARTICLE VIII - INCORPORATOR

The names and addresses of the persons signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
Jack R. Harrell, Jr.	Post Office Box 807 Lakeland, Florida 33802
Steve Martin	Post Office Box 807 Lakeland, Florida 33802
Jack R. Harrell, Sr.	Post Office Box 807 Lakeland, Florida 33802

ARTICLE IX - OFFICERS

The names of the officers who, subject to the bylaws and these Articles of Incorporation, shall hold office for the first year of the existence of the corporation or until their successors

are duly elected and qualified, shall be:

<u>NAME</u>	<u>OFFICE</u>
Jack R. Harrell, Jr.	President
Steve Martin	Vice President
Jack R. Harrell, Sr.	Secretary/Treasurer

ARTICLE X - SHAREHOLDERS

The names and numbers of which the subscribers of these Articles of Incorporation agree to take are:

<u>NAME</u>	<u>SHARES</u>
Jack R. Harrell, Jr.	40
Steve Martin	50
Jack R. Harrell, Sr.	10

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law. After a quorum has been established at a shareholders meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment

thereof.

ARTICLE XII - NOTICE TO SHAREHOLDERS

Written notice of meetings of shareholders stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting.

ARTICLE XIII - NOTICE TO DIRECTORS

Written notice of regular meetings of the Board of Directors and of special meetings of the Board of Directors shall be delivered not less than ten nor more than sixty days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary or the officer or persons calling the meeting, to each director.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 26th day of Jan, 1996.



Jack R. Harrell, Jr.



Steve Martin



Jack R. Harrell, Sr.

STATE OF FLORIDA)
COUNTY OF POLK)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Jack R. Harrell, Jr. and Jack R. Harrell, Sr., known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 26th day of Jan, 1996.



SUSAN STIDHAM
MY COMMISSION # CC307812 EXPIRES
September 10, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

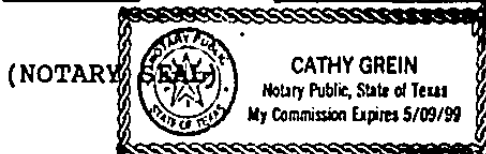
Susan Stidham
NOTARY PUBLIC - Susan Stidham
STATE OF FLORIDA AT LARGE

Commission Number: _____
My Commission Expires: _____

STATE OF TEXAS)
COUNTY OF FT. BEND)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Steve Martin, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 6th day of FEBRUARY, 1996.



(NOTARY

CATHY GREIN
Notary Public, State of Texas
My Commission Expires 5/09/99

Cathy Grein
NOTARY PUBLIC - CATHY GREIN
STATE OF TEXAS AT LARGE

Commission Number: _____
My Commission Expires: 5/9/99

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMESTIC CORP
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT IMPACT RESOURCE GROUP, INC., DESIRING
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF LAKE LAND, STATE OF
FLORIDA, HAS NAMED JACK R. HARRELL, JR., LOCATED AT 720 KRAFT ROAD,
CITY OF LAKE LAND, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE

Jack R. Harrell, Jr.
JACK R. HARRELL, JR.
(Corporate Officer)

TITLE

PRESIDENT

DATE

11/26, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR
WITH, AND ACCEPT, THE OBLIGATIONS PROVIDED IN CHAPTER 607.325.

SIGNATURE

Jack R. Harrell, Jr.
JACK R. HARRELL, JR.
(Registered Agent)

DATE

11/26, 1996