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GLICKSTEIN & GLICKSTEIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

JOSEPH M. GLICKSTEIN (1900-1991)
JOSEPH M. GLICKSTEIN, JR.

March 27, 1996

444 THIRD STREET
NEPTUNE BEACH, FLORIDA 32560

(904) 847-1305
FACSIMILE NUMBER
(904) 847-0805

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500001762865
-03/29/96--01069--006
****122.50 ****122.50

In Re: HALEYVILLE CORPORATION

Gentlemen:

Enclosed herewith please find the original and one (1) copy of executed Articles of Incorporation and registered agent certificate in connection with the above-captioned matter.

Also enclosed is our firm's check, payable to the order of the Secretary of State, State of Florida, in the amount of \$122.50, to be applied as follows:

Filing Fee	\$ 35.00
Certified Copy of Articles of Incorporation	52.50
Registered Agent Fee	35.00
Total	<u>\$122.50</u> =====

Please furnish me with the certified copy of the Articles of Incorporation as soon after filing as possible.

Thank you for your cooperation in this matter.

Cordially,


Joseph M. Glickstein, Jr.

JMG, Jr.:mw
Enclosures

FILED
MAR 29 PM 3:08
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HALEYVILLE CORPORATION**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act and for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation is **HALEYVILLE CORPORATION**. The mailing address of this Corporation is: 444 Third Street, Neptune Beach, Florida 32266.

ARTICLE II

Duration

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles, or upon filing with the Department of State of the State of Florida in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This Corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is 444 Third Street, Neptune Beach, Florida 32266, and the name of the initial Registered Agent of the Corporation at that address is Maureen E. Wimberly.

ARTICLE VI

Directors

This Corporation shall initially have two (2) Directors. The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be fewer than one. The name and street address of the members of the first Board of Directors of the Corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Maureen E. Wimberly	444 Third Street Neptune Beach, FL 32266
Joseph M. Glickstein, Jr.	444 Third Street Neptune Beach, FL 32266

ARTICLE VII

Incorporator

The name and street address of the incorporator of this Corporation is Maureen E. Wimberly, 444 Third Street, Neptune Beach, Florida 32266.

ARTICLE VIII

Bylaws

The initial Bylaws of this Corporation shall be adopted by the Directors. The Bylaws may be adopted, amended or repealed in the manner provided in the Bylaws by either the shareholders or the Directors.

ARTICLE IX

Restrictions on Transfer of Stock

The shareholders may, by Bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

ARTICLE X

Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon

which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

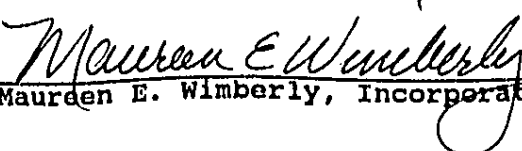
The Board of Directors is hereby specifically authorized to make provisions for indemnification of Directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XII

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.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 27th day of March, 1996.


Maureen E. Wimberly, Incorporator

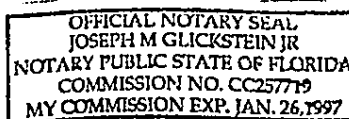
STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of March, 1996, by Maureen E. Wimberly, as incorporator of the Corporation.


Notary Public, State of Florida

My Commission Expires: _____

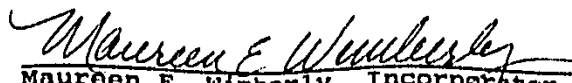


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA AND NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
MARCH 29 PM 3:08
CLERK OF DISTRICT COURT
STATE OF FLORIDA

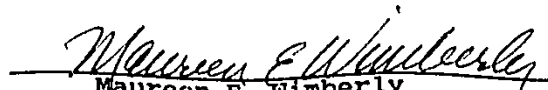
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **HALEYVILLE CORPORATION**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Neptune Beach, Duval County, Florida, has named **Maureen E. Wimberly**, located at 444 Third Street, Neptune Beach, Florida 32266, as its agent to accept service of process within the State of Florida.


Maureen E. Wimberly, Incorporator

Dated: March 27, 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.


Maureen E. Wimberly
Registered Agent

Dated: March 27, 1996