

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 \$ _____

BT 4/25/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>[Signature]</i>	_____	_____	_____

WALK-IN 4/25 1:00
 Will Pick Up _____

RE: H.N.F. FILED

96 APR 25 PM 1:39

SECRETARY OF REVENUE
 TALLAHASSEE, FLORIDA

☒ Capital Express™
☐ Art. of Inc. Fils
☐ Corp. Record Search
☐ Ltd. Partnership Fils
☒ Foreign Corp. Fils
☐ () Cert. Copy(s)
☐ Art. of Amend. Fils
☐ Dissolution/Withdrawal
☐ C U S.
☐ Fictitious Name Fils
☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing
☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval
☐ UCC 1 or 3 Fils
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ Fils No.'s, Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

EXPIRATION DATE

4-29-96

9000001794729

-04/25/96--01073--007

****122.50 ****122.50

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
 96 APR 25 AM 11:35
 DIVISION OF REVENUE

ARTICLES OF INCORPORATION

H.N.F., INC.

FILED

96 APR 25 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is H.N.F., INC. located at
5133 Timber View Terrace, Orlando, FL 32819.

ARTICLE II - DURATION

DATE
4-24-76

This corporation shall have a perpetual existence
commencing upon the signing of these Articles of Incorporation by
the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or
promoted are: To manufacture, design, construct, own, use, buy,
sell, lease, hire and deal in and with articles and property of all
kinds and to render services of all kinds, and to engage in any
lawful act or activity for which corporations may be organized
under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation shall have two (2) classes of stock.
the Corporation shall be authorized to issue ten thousand (10,000)
shares of voting stock at \$0.01 par value per share. the
Corporation s authorized to issue ten thousand (10,000) shares of
preferred stock at \$100.00 par value per share.

The rights, preferences, limitations and restrictions in the Corporations' preferred stock are as follows:

A. Dividends. The holders of the Corporation's preferred stock shall be entitled to receive, on the first day of April of each calendar year, beginning April, 1, 1997, but only when, as and if declared by the Board of Directors of the Corporation out of any funds legally available, preferential dividends with respect to the dividend period ending on December 31 of the preceding calendar year at a rate of \$8.00 per share, before any dividends shall be paid upon, declared or set apart, or any other distribution shall be made or ordered in respect of, any common stock and before any money shall be set aside for or applied to the purchase, redemption, retirement, or other acquisition of any common stock. Such preferential dividends on the preferred stock shall accumulate and accrue from day to day from January 1, 1996 (the "Accrual Date") whether or not earned or declared and shall be cumulative.

So long as any shares of preferred stock are outstanding, the Corporation will not, at any time, for any reason whatsoever, (i) declare or prepare any dividends of any kind on any shares of common stock; or (ii) make any payments on account of the purchase, redemption, retirement or other acquisition of any shares of common stock or any warrants, options or other rights to purchase any

shares of common stock; or (iii) make any other distributions of any kind in respect of any shares of the common stock or in respect of any such warrants or options or other rights; or (iv) pay into or set aside, or otherwise make available for a sinking fund, any monies for the purchase, redemption, retirement or other acquisition of any shares of common stock, unless at the time of each such declaration, payment, purchase, redemption, retirement, acquisition or distribution: (i) all preferential dividends on the preferred stock for all past dividend periods and for the dividend period then current shall have actually been paid, and (ii) the Corporation shall not be in default, in whole or in part, with respect to any payments required to be made for the redemption of any shares of preferred stock therefore redeemed by the Corporation, but not entirely paid for.

The Board of Directors of the Corporation shall be under no obligation to declare and the Corporation shall not be under obligation to pay dividends on any shares of preferred stock, except as otherwise required herein upon liquidation, dissolution or winding up of the Corporation or upon the redemption of preferred stock. The dividend preference granted herein on the preferred stock shall be applicable if and whenever the Board of Directors of the Corporation shall, in its discretion, decide to pay, declare, make or set apart for payment any dividends or

distributions on or with respect of any shares of common stock from and after the accrual date. The right to dividends upon the preferred stock shall be cumulative so that such rights will be deemed to accrue from day to day from and after that date, whether or not earned and whether or not there shall be funds legally available therefor and whether or not such dividends shall have been declared. Any cumulation of dividends on shares of preferred stock shall not bear interest. All computations on the amount of dividends accrued on shares of preferred stock to any particular date shall be made by the Corporation on the basis of the actual number of days elapsed by 365.

B. Rights on Liquidation, Dissolution and Winding Up. In the event of any liquidation, dissolution, dissolution or winding up of the Corporation, the holders of shares of preferred stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital surplus or earning, \$100.00 per share of preferred stock plus an amount equal to accrued but unpaid dividends and declared but unpaid dividends, if any, to the date of payment. If upon any liquidation, dissolution or winding up of the Corporation the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the stockholders of shares of preferred stock, the full amount of

\$100.00 per share to which they shall be entitled as aforesaid, including accrued but unpaid dividends and declared but unpaid dividends, the holders of preferred stock shall participate ratably in the distribution of assets in proportion to the respective amounts which would have been payable in respect of the shares of the preferred stock held by them if all amounts payable on or with respect to such shares were paid in full. Holder of shares of preferred stock shall not be entitled to participate in any amounts in excess of \$100.00 per share in the event the assets of the Corporation available for distribution to its shareholders upon liquidation, dissolution or winding up of the Corporation exceed an amount which is the product of the number of shares of preferred stock issued and outstanding and \$100.00 per share.

C. Voting. The holders of issued and outstanding shares of preferred stock shall have no voting rights except as provided by law.

D. Convertibility. Each share of preferred stock shall be convertible at any time into the number of voting common stock shares calculated by the quotient of the par value of each preferred share plus accrued but unpaid dividends and declared but unpaid dividends and the then value of the common shares based upon book value of the Corporation; said book value to be determined in

accordance with generally accepted accounting principles, consistently applied.

A holder of shares of preferred stock, at his option, at any time and from time to time, may exercise the conversion right as to any or all shares held of record by him by delivering to the Corporation during regular business hours, at the principal office of the Corporation, or at such other place as may be designated by the Corporation, the certificate or certificates for the shares to be converted, duly endorsed or assigned in blank or to the Corporation (if required by it), accompanied by written notice stating that the holder elects to convert such and stating the name or names (with address or addresses) in which the certificate or certificates for shares of common stock to be issued. Conversion shall be deemed to have been effective on the date when such delivery of certificates is made. The Corporation shall as promptly as practical thereafter, at its expense, issue and deliver to or upon the written order of such holder, at such office or other place designated by the Corporation, a certificate or certificates for the number of full shares of common stock to which such holder is entitled. The person in whose name the certificate or certificates for shares of common stock are to be issued shall be deemed to have become a stockholder of record on the conversion date.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1686 West Hibiscus Boulevard, Melbourne, Florida 32901 and the name of the initial registered agent of this corporation at that address is James M. O'Brien.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have five 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 name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Charles T. Henderson	5133 Timber view Terrace Orlando, FL 32819
Jeffrey Ferguson	1686 West Hibiscus Blvd Melbourne, FL 32901
Robin Henderson	5133 Timber view terrace Orlando, FL 32819
Pat Henderson	1686 West Hibiscus Blvd Melbourne, FL 32901

Doanna Ferguson

1686 West Hibiscus Blvd
Melbourne, FL 32901

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

James M. O'Brien

1686 West Hibiscus Boulevard
Melbourne, FL 32901

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 - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have

power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.


ARTICLE XIII - AMENDMENT

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

ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 24th day of April,
1996.



JAMES M. O'BRIEN

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
96 APR 25 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that H.N.F., INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Palm Bay, County of Brevard, State of Florida, has named JAMES M. O'BRIEN, located at 1686 West Hibiscus Blvd., Melbourne, FL 32901 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


JAMES M. O'BRIEN