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PRETRAILL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 073196 9228A

AUTHORIZATION :

COST LIMIT : \$ FPD

ORDER DATE : September 3, 1996

ORDER TIME : 2:28 PM

ORDER NO. : 073196

CUSTOMER NO: 9228A

CUSTOMER: Daniel M. Coton, Esq
TRINKLE REDMAN SWANSON BYRD &
COTON, P.A.
121 North Collins Street

Plant City, FL 33566

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-09/04/96--01002--019
****122.50 ****122.50

DOMESTIC FILING

NAME: THE HAY EXCHANGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
STATE
RECEIVED
96 SEP -3 PM 9:48
DIVISION OF CORPORATION

9/4/96

**ARTICLES OF INCORPORATION
FOR
THE HAY EXCHANGE, INC.**

FILED
STATE
SEP 3 1996
96 SEP -3 AM 9:40

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

Article 1. The name of the corporation shall be:

THE HAY EXCHANGE, INC.

Article 2. The principal place of business and mailing address of this corporation shall be:

**1207 E. Sandalwood Drive, North
Plant City, FL 33567**

Article 3. The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at one time is:

**Ten Thousand (10,000) shares, all of which shall be
common shares with a par value of \$1.00.**

Article 4. The name and address of the initial registered agent is:

**I. William Glisson
1207 E. Sandalwood Drive, North
Plant City, FL 33567**

Article 5. The names and street addresses of the incorporators to these Articles of Incorporation are:

**I. William Glisson
1207 E. Sandalwood Drive, North
Plant City, FL 33567**

The undersigned has executed these Articles of Incorporation this 27th day of August, 1996.


I. WILLIAM GLISSON

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
96 SEP -3 AM 9:40

CERTIFICATE OF DESIGNATION
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;

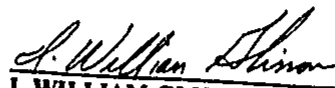
1. The name of the corporation is:

THE HAY EXCHANGE, INC.

2. The name and address of the registered agent and office are:

I. William Glisson
1207 E. Sandalwood Drive, North
Plant City, FL 33567

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.


I. WILLIAM GLISSON

Dated: August 27, 1996