

P96000078284

ROGERS, TOWERS, BAILEY, JONES & GAY

(Requestor's Name)
106 South Monroe St.

(Address)
Tallahassee, FL 32301 #222-7200

(City, State, Zip) (Phone #)
Call Pat @ 222-7200 if problems.

500001952416
-09/20/96-01019-017
*****70.00 *****70.00

OFFICE USE ONLY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 20 AM 11:24

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HCLUSA Acquisition Corporation
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 9/20 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

RECEIVED
96 SEP 20 AM 9:55
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials MC

**ARTICLES OF INCORPORATION
OF
HCUSA ACQUISITION CORPORATION**

FIRST: The name of this corporation is:

HCUSA ACQUISITION CORPORATION

SECOND: The purpose for which this corporation is formed is to transact any lawful business which may be conducted by corporations pursuant to the laws of the State of Florida. This corporation shall have the power to do all and everything necessary and proper for the accomplishment of its purposes and necessary or incidental to the benefit and protection of the corporation.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: This corporation shall have one class of stock which stock shall be divided into two (2) series known as Series A Common Stock and Series B Common Stock. This corporation shall be authorized to issue and have outstanding One Million (1,000,000) shares of Series A Common Stock having a par value of One Cent (\$0.01) per share. This corporation shall be authorized to issue and have outstanding One Million (1,000,000) shares of Series B Common Stock having a par value of One Cent (\$0.01) per share. The preferences, limitations and relative rights of the Series A Common Stock and the Series B Common Stock shall be identical in all respects except that Series A Common Stock shall possess all voting rights and Series B Common Stock shall possess no voting rights.

FOURTH: This corporation is to have perpetual existence. Corporate existence shall commence effective with the filing of these Articles with the Secretary of State of Florida.

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TALLAHASSEE, FLORIDA

FIFTH: The principal office and mailing address of this corporation will be at 1018 Shipwatch Drive East, Jacksonville, Florida 32225.

SIXTH: The number of its directors shall be one (1) or such other number as the shareholders may from time to time designate but never less than one (1).

SEVENTH: The name and address of the sole member of the first board of directors, who shall hold office for the first year of the existence of the corporation or until his successor or successors are elected or appointed and have qualified, is Christopher T. Fey, 1018 Shipwatch Drive East, Jacksonville, Florida 32225.

EIGHTH: The name and address of the sole subscriber of the Articles of Incorporation is E. Allen Hieb, Jr., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, FL 32207.

NINTH: The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is E. Allen Hieb, Jr.

TENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring

and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 19th day of September, 1996.

Signed, sealed and delivered
in the presence of:

James J. Keith
Dante J. Hill

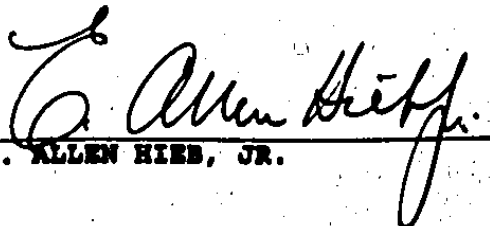
E. Allen Hieb, Jr.
E. ALLEN HIEB, JR.

CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

That HCUSA ACQUISITION CORPORATION, a corporation duly organized and existing under the laws of the State of Florida, has named **E. ALLEN HIEB, JR.** as its Registered Agent, located at 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207, as its agent to accept service of process within Florida.

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 all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


E. ALLEN HIEB, JR.

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