

HAROLD F. PEEK, JR.

Attorney at Law



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October 23, 1996

Secretary of State
State of Florida
The Capitol
Divisions of Corporations
Tallahassee, FL 32304

RE: Articles of Incorporation for 3 Hi., Inc.

Dear Secretary of State:

Please find enclosed our Articles of Incorporation for 3 Hi, Inc., and our filing fee.
Please return to us a state stamped copy.

If anything further is necessary, please do not hesitate to contact me.

Sincerely Yours,

A handwritten signature in cursive script, appearing to read "Harold F. Peek, Jr.".

Harold F. Peek, Jr.

HFP/rrb
Enclosure
cc: Mr. Richard Hampton, Sr.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

3 HI, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is 3 HI, INC.

ARTICLE II - DURATION

The duration of the corporation is for an indefinite period of time (i.e. perpetual)

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are:

1. to engage in the business of retail sales
2. To transact any other lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors or the Corporation be advantageously carried on in the connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCKS

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the Corporation. Stock shall be issued under Section § 1244 of the Internal Revenue Code.

**ARTICLE V - PRINCIPLE OFFICE AND MAILING ADDRESS
INITIAL REGISTERED OFFICE & AGENT**

The address of the initial registered office of this Corporation is 354 Billfish Avenue, Unit 103, Fort Walton Beach, Florida, 32548. The initial registered agent shall be RICHARD F. HAMPTON, SR., 354 Billfish Avenue, Unit 103, Fort Walton Beach, Florida, 32548. The principal office and mailing address of the Corporation shall be, 354 Billfish Avenue Unit 103, Fort Walton Beach, Florida, 32548.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is three(3). The name and address of each person who is to serve as a member of the Initial Board of Directors is:

Richard F. Hampton, Jr.	510 Coventry Lane Glen Mills, PA 19342
Francis G. Hampton, Jr.	135 West New York Avenue Villas, N.J. 08251
Richard F. Hampton, Sr.	354 Billfish Avenue, Unit 103 Fort Walton Beach, FL 32548

ARTICLE VII - INCORPORATORS

Name and Address of each Incorporator is:

Richard F. Hampton, Sr.	354 Billfish Avenue, Unit 103 Fort Walton Beach, FL 32548
Richard F. Hampton, Jr	510 Coventry Lane Glen Mills, PA 19342
Francis G. Hampton, Jr.	135 West New York Avenue Villas, N.J. 08251

ARTICLE VIII - 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 IX - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for such of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others, in such a manner that he will own the same percentage interest of the Corporation after the new offering as he had before the stock issuance.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors.

ARTICLE XI - STOCK ISSUANCE

Share of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their name:

Francis G. Hampton, Jr	79 Shares
Richard F. Hampton, Jr.	20 Shares
Richard F. Hampton, Sr.	1 Share

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by a majority of the shareholders.

ARTICLE XIII - SHAREHOLDERS QUORUM & VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in one person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of at least fifty-one percent (51%) of

the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XIV - 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 XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation duly called as provided by law.

ARTICLE XVI - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by vote of at least fifty-one percent (51%) of the stock entitled to vote thereon. Any action of the shareholders taken without a meeting or consent in writing setting forth the action so taken shall be signed by all persons who would be entitled to vote upon such action at a meeting filed with the Secretary of the Corporation as a part of the Corporate Records.

IN WITNESS WHEREOF, WE, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hands and seals this 29th day of August, 1996, for the purpose of forming this Corporation to do business both within and without the State of Florida, do make and file in the office of the Secretary of State, these Articles of Incorporation and certify that the facts herein stated are true.


RICHARD F. HAMPTON, SR.

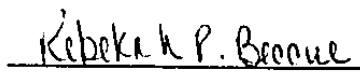

RICHARD F. HAMPTON, JR.


FRANCIS G. HAMPTON, JR.

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared, RICHARD F. HAMPTON, SR., who is personally known to me, or who has produced FD# 11513-746-41-367-0 as identification, and upon his oath acknowledged that he executed the foregoing Articles of Incorporation for the purposes set forth therein on the 29th day of August, 1996.


NOTARY PUBLIC, State of Florida
My Commission Expires:



REBEKAH R BECCUE
My Commission CC549579
Expires Apr. 22, 2000

STATE OF NEW JERSEY

COUNTY OF

BEFORE ME, the undersigned authority, personally appeared, FRANCIS G. HAMPTON, JR., who is personally known to me, or who has produced Francis G. Hampton, Jr. as identification, and upon his oath acknowledged that he executed the foregoing Articles of Incorporation for the purposes set forth therein on the 9 day of October, 1996.

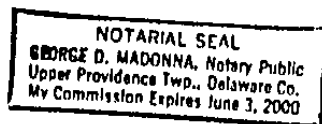
Regina McGafferty
NOTARY PUBLIC, State of New Jersey
My Commission Expires:

REGINA MCGAFFERTY
NOTARY PUBLIC, NEW JERSEY
My Commission Expires: December 3, 2000

STATE OF PENNSYLVANIA

COUNTY OF Del.

BEFORE ME, the undersigned authority, personally appeared, RICHARD
F. HAMPTON JR., who is personally known to me, or who has produced
Richard Hampton Jr. as identification, and upon his oath
acknowledged that he executed the foregoing Articles of Incorporation for
the purposes set forth therein on the 12TH day of SEPTEMBER, 1996.



George D. Madonna
NOTARY PUBLIC, State of Pennsylvania
My Commission Expires:

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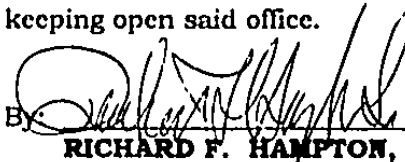
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TALLAHASSEE, FLORIDA

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

In pursuance to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act,

That 3 HI, INC., desiring to organize under the laws of the State of Florida,
with its principle office as indicated in the Articles of Incorporation at the City
of Fort Walton Beach, County of Okaloosa, State of Florida, has named
RICHARD F. HAMPTON, SR., of 354 Billfish Avenue, Unit 103, Fort Walton
Beach, FL 32548, as the agent for Service of Process within the State of
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 said Act relative to
keeping open said office.

By: 
RICHARD F. HAMPTON, SR.