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Date October 23, 1996

96 OCT 28 PM 2:24

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Tracey C. Higginbotham, Inc.

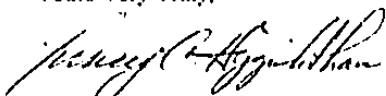
Ladies/Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same and my check in the amount of \$122.50. Please file the Articles, issue, and return to me a certified copy of same, together with my charter

Should you have any questions or which further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours Very Truly,



Tracey C. Higginbotham
3535 N. U.S. 1, Suite
Cocoa, FL 32926

407)632-5726

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****122.50 ****122.50

Tracey Higginbotham
update m.t.
on 12/29/96 for RA
PH

PH
10/30/96

ARTICLES OF INCORPORATION
OF
TRACEY C. HIGGINBOTHAM, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Tracey C. Higginbotham, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITOL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 value common stock, which shall be designated "Common Shares".

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 - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3535 N. U.S. 1, Suite #3, Cocoa, Fl. 32926 and the name of the initial registered agent of this corporation at that address is: Tracey C Higginbotham

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is: Tracey C. Higginbotham

ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is: 3535 N. U.S. 1, Suite #3, Cocoa, Fl. 32926

ARTICLE X - INCORPORATORS

The name and address of the persons signing these Articles is:

Tracey C. Higginbotham
6545 Birch Drive
Cocoa, Fl. 32927

ARTICLE XI- BY-LAWS

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

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

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

If a quorum is present, the affirmative vote of 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 - INDEMNIFICATION

The corporation shall indemnify any officer or directors, or any former officer, or director to the full extent permitted by law.

ARTICLE XV - AMENDMENT

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

ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth.

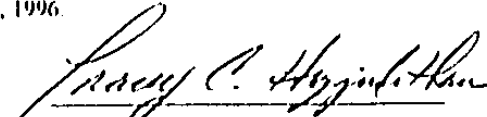
Tracey C. Higginbotham	1000 Shares
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Shares held by the initial stockholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation.

FILED

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23rd day of October, 1996.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

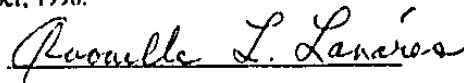

Tracey C. Higginbotham

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared: Tracey C. Higginbotham, known to me to be the person who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed those Articles of Incorporation.

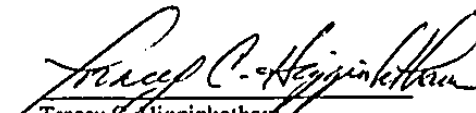
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 23rd day of October, 1996.





Notary Public,
State of Florida
My Commission Expires:

I, Tracey C. Higginbotham, hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation. By executing this document, I reaffirm that I agree to serve as Registered Agent.


Tracey C. Higginbotham

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X

TRACEY C. HUGGINBOTHAM, B.A. & ASSOCIATES
Accounting • Taxes • Business Services



8835 N.U.S. 1, Suite #B
Cocoa, FL 32920
Office (407) 832-5720

City/State/Zip

Phone #

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*****35.00 *****35.00

Office Use Only

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

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

97 JUN -5 PM 2 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

Done (only) (wait)

list 6/17

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

Name Availability *list 6/17*

Document Examiner *list 6/17* **35.00**

Updater *list 6/17* **35.00**

U. P. or Verityr *list 6/17* **35.00**

Acknowledgement *list 6/17* **35.00**

W. P. Verityr *list 6/17*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
AND
SPECIAL MEETING
OF THE SOLE DIRECTOR OF
TRACEY C. HIGGINBOTHAM, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

All the directors of Tracey C. Higginbotham, Inc. having consented to the time and place of the special meeting of the directors, the meeting was held on June 3, 1997, at 1:30 p.m., at 3535 N. U.S. 1, Suite #3, Cocoa, Fl. 32926.

ITEM I

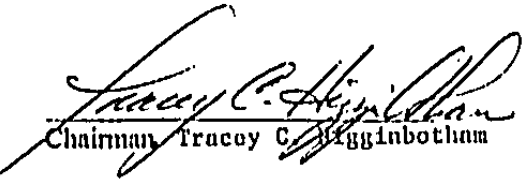
The first item of business that was taken up was the waiver of notice. The waiver, having been signed by all of the directors, was read aloud by the chairman and was ordered to be made a part of the minutes.

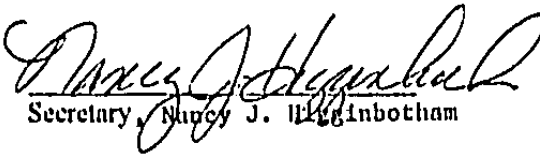
ITEM II

The Chairman stated that the purpose of the meeting was to change the name of the Corporation. The name of the Corporation will become "Higginbotham Companies, Inc." It was moved and the consent of the shareholders was accepted and an amendment to the Articles of Incorporation was required. Upon motion, seconded, and carried it was RESOLVED that the new name of the Corporation is Higginbotham Companies, Inc.

No further business having come to the meeting, the Chairman called for adjournment, seconded, and carried.

DATED: June 3, 1997


Chairman Tracey C. Higginbotham


Secretary Nancy J. Higginbotham

ATTACHMENTS:

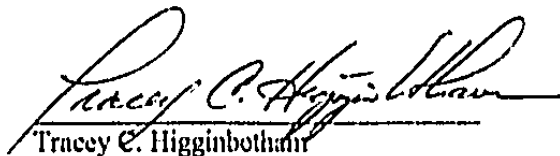
Waiver of Notice

**WAIVER OF NOTICE
OF THE
SPECIAL MEETING
OF THE SOLE DIRECTOR OF
TRACEY C. HIGGINBOTHAM, INC.**

The undersigned, being the sole director of Tracey C. Higginbotham, consents that the special meeting be held at 3535 N. U.S. 1, Suite #3, Cocoa, Fl. 32926, on June 3, 1996, at 1:30 p.m. I waive further notice of the meeting.

A handwritten signature in cursive script, reading "Tracey C. Higginbotham", written over a horizontal line.

I, Tracey C. Higginbotham, hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation. By executing this document, I reaffirm that I agree to serve as Registered Agent.

A handwritten signature in black ink, reading "Tracey C. Higginbotham", written over a horizontal line.

Tracey C. Higginbotham
3535 N. U.S. 1, Suite #3
Cocon, Fl. 32926