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JAMES N. GANTHER

October 29, 1996

FILED

96 NOV -4 AM 10:32 FAX 888-8008
jganther@counsel.com

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certified Mail
Return Receipt Requested

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

100001996371--8
-11/05/96--01130--004
*****70.00 *****70.00

Re: Articles of Incorporation
Henderson Brothers, Inc.

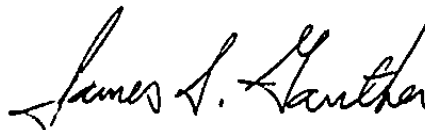
Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Henderson Brothers, Inc., along with a check in the amount of \$70.00 for the filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please return this copy to me with the filing date stamped on it, using the self-addressed stamped envelope provided.

Thank you for your attention to this matter.

Sincerely,


James S. Ganther

JSG:tlb
enclosures

cc: Frank Henderson

11-7-96

**ARTICLES OF INCORPORATION
OF
HENDERSON BROTHERS, INC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of the corporation is HENDERSON BROTHERS, INC.

ARTICLE II

Principal Office

The address of the initial principal place of business is 2816 Fountain Boulevard West, Tampa, Florida 33609.

ARTICLE III

Stock

The number of shares of stock the corporation is authorized to have outstanding at any one time is one hundred [100] shares, all of which shall be common shares in one class only, each with a par value of \$1.00 per share.

ARTICLE IV

Initial Registered Agent and Address

The Registered Agent of the corporation is Frank M. Henderson, Jr. and the registered address is 2816 Fountain Boulevard West, Tampa, Florida 33609.

ARTICLE V

Purpose

The purpose for which the corporation is organized is to engage in any legal business.

ARTICLE VI

Management

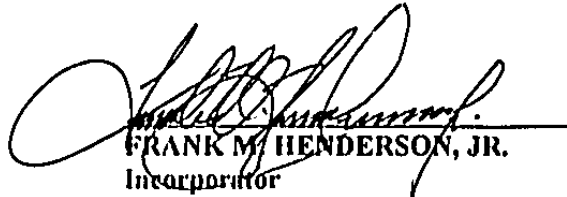
The business of the corporation shall be managed by the stockholders.

ARTICLE VII

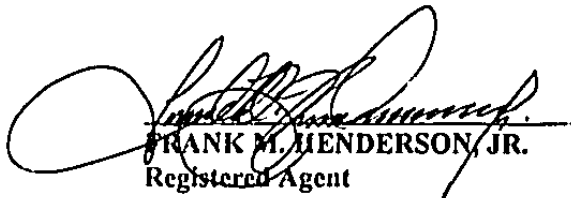
Incorporator

The name and street address of the incorporator is as follows: Frank M. Henderson, Jr., 2816 Fountain Boulevard West, Tampa, Florida 33609.

The undersigned has executed these Articles of Incorporation this 28th day of October, 1996.


FRANK M. HENDERSON, JR.
Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent this 28th day of October, 1996.


FRANK M. HENDERSON, JR.
Registered Agent

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TALLAHASSEE, FLORIDA