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LAW OFFICE
RACHEL D. MURPHY, P.A.

208 North Sixth Street ♦ Palatka, Florida 32177

Phone: (904) 328-7737

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January 2, 1997

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

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-01/07/97--01033--015
***122.50 ***122.50

Re: HFR INCORPORATED

Dear Sirs:

Enclosed for filing, please find the original and two (2) copies of the Articles of Incorporation for the above referenced corporation.

Also enclosed is a check in the amount of \$122.50 to cover the required filing fee and an envelope for the return of the certified copy of the Articles once they have been filed.

Please feel free to contact me at this office should you have any questions.

Very truly yours,

Rachel D. Murphy
RACHEL D. MURPHY

JAN 10 4:30 BSB

FILED
97 JAN -6 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RDM:sh
Enclosures

FILED

ARTICLES OF INCORPORATION

97 JAN -6 PM 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation under the Florida Professional Service Corporation Act adopt(s) the following Articles of Incorporation for such corporation:

1. NAME. The name of this corporation is

HFR INCORPORATED

2. DURATION. The period of its duration is perpetual.

3. PURPOSE. The purpose is any lawful purpose.

4. CAPITAL STOCK. The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

5. INITIAL REGISTERED OFFICE AND AGENT. The name and addresses of the initial registered agent and office of this corporation is as follows:

RACHEL D. MURPHY, 208 NORTH SIXTH STREET, PALATKA, FLORIDA 32177

Name

Address

2561 HIGHWAY 17 NORTH, PALATKA, FLORIDA 32177 (Mailing address:

Address of the Corporation

P.O. Box 1127

Palatka, FL 32178-1127)

6. INITIAL BOARD OF DIRECTORS. This corporation shall have Three directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than 1. The names and addresses of the initial directors of this corporation are:

NAME:

ADDRESS:

JOHN A. HAMILTON

102 Leisure Drive, East Palatka, Florida 32131

DAVID J. FERGUSON

HCR 2, Box 734-A, Satsuma, Florida 32189

MITCH ROBERTS

Route 2, Box 268-C, East Paatka, Florida 32131

7. INCORPORATOR(S): The name(s) and address(es) of the Incorporator(s) signing these Articles of Incorporation (is) (are):

NAME:

ADDRESS:

JOHN A. HAMILTON

102 Leisure Drive, East Palatka, Florida 32131

DAVID J. FERGUSON

HCR 2, Box 734-A, Satsuma, Florida 32189

MITCH ROBERTS

Route 2, Box 268-C, East Palatka, Florida 32131

8. AMENDING OF ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

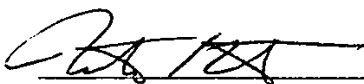
IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed this Articles of Incorporation on this 15th day of January, 1997.



INCORPORATOR



INCORPORATOR



INCORPORATOR



REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF PUTNAM

BEFORE ME, the undersigned authority, personally appeared **JOHN A. HAMILTON, DAVID J. FERGUSON and MITCH ROBERTS**, to me known to be the person(s) who executed the foregoing Articles of Incorporation and who has/have produced FL No. Li - JAH (H 543-461-28-288-0) DJF (F 622-170-49-010-0) MR (R 163-546-55-014) as identification, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of January, 1997.

Sue Hamilton

NOTARY PUBLIC

My Commission Expires:



Sue Hamilton
My Commission CC604243
Expires November 28, 2000

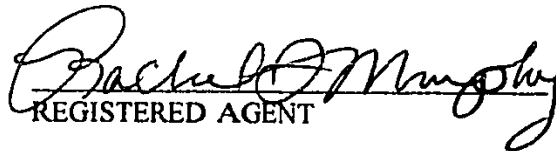
**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

JOHN A. HAMILTON, DAVID J. FERGUSON and MITCH ROBERTS, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of **Palatka**, County of **Putnam**, State of **Florida**, has named **Rachel D. Murphy, Attorney at Law, Florida Bar No: 472875**, as its Registered Agent to accept service of process within this state, who is located at the following registered office: **208 North Sixth Street**, **Palatka, Florida 32177**.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.


REGISTERED AGENT

FILED
JAN - 6 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA