P9700007390 HEEBNER & BAGGETT

ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
523 NORTH HALIFAX AVENUE
DAYTONA BEACH, FLORIDA 32118

PETER B. HEEBNER, P.A. (904) 255-1428 (904) 253-1785 FAX

January 2, 1997

*G. LAURENCE BAGGETT, P.A. (904) 252-7311 (904) 253-1765 FAX *BOARD CERTIFIED WILLS, TRUSTS AND ESTATES LAWYER

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

00002063370---7 -01/21/37--01047--002 *****122.50 *****122.50

Re: MIKE & HANK, INC.

Gentlemen:

Enclosed are Articles of Incorporation for MIKE & HANK, INC., for filing together with Designation of Registered Agent.

Also enclosed is our firm's check in the amount of \$122.50 to cover the following fees and costs:

Filing Fee
Certificate Designating
Registered Agent
Certified Copy of Articles
of Incorporation

\$ 35.00 35.00

33.00

\$122.50

52.50

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Your assistance in this matter is greatly appreciated.

Sincerely,

Peter B. Heebner

PBH:mmc Enclosures

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DIVISION OF COMPORATIONS

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ARTICLES OF INCORPORATION

OF

MIKE & HANK, INC.

The undersigned, does hereby make, subscribe, acknowledge and file the following Articles of Incorporation for the purpose of becoming a corporation for profit under the Laws of the State of Florida.

ARTICLE I

The name of the corporation is:

MIKE & HANK, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The general purposes for which this corporation is initially organized shall be any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act presently known as Chapter 607, Florida Statutes.

ARTICLE IV

The aggregate number of shares of stock which this corporation is authorized to have outstanding at any time is 1,000

shares of common stock at a par value of \$1.00 per share. All or any part of the authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE V

The initial street address in the State of Florida of the principal office of the corporation shall be 638 Riverside Drive, Ormond Beach, Florida 32176. The Board of Directors may from time to time move the principal office to any other address in Florida. The initial Registered Agent of this corporation shall be Hank Hardy, 638 Riverside Drive, Ormond Beach, Florida 32176. The Board of Directors may from time to time change the Registered Agent by designation filed in the office of the Secretary of State, State of Florida.

ARTICLE VI

The number of directors consisting of the initial Board of Directors shall be two (2) and the names and addresses of each person who is to serve on the initial Board of Directors shall be as follows:

Michael Lamar Thompson 638 Riverside Drive Ormond Beach, Florida 32176

Hank Hardy 638 Riverside Drive Ormond Beach, Florida 32176

ARTICLE VII

The name and street address of the incorporator is as follows:

Hank Hardy 638 Riverside Drive Ormond Beach, Florida 32176

ARTICLE VIII

Subject to the applicable laws, this corporation and its stockholders shall be authorized at all such times as shall be desirable or advantageous in the judgment of the Board of Directors, to select treatment for Federal Taxation purposes under Sub-Chapter (S) and Section 1244 of the Internal Revenue Code of the United States of 1954, as amended, and such other laws and Rules and Regulations as they deem necessary or desirable.

ARTICLE IX

These Articles of Incorporation may be amended in the manner prescribed by law. Each amendment shall be submitted to the Board of Directors and approved by them, then proposed by the Board of Directors to the stockholders, and approved by the stockholders by a majority vote. All Directors and all stockholders may sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation shall be made, to signify approval by the Board of Directors and by the stockholders of the proposed amendment.

IN WITNESS WHEREOF, the undersigned subscribing and

incorporating person, has hereunto set his hand and seal this
day of ANUARY, 1997, for the purpose of
forming this corporation under the laws of the State of Florida and
he hereby makes and files in the office of Secretary of State of
the State of Florida these Articles of Incorporation and certifies
that the facts stated herein are true.
Signed, sealed and delivered in the presence of:
Downer Hank Hardy Hank Hardy
STATE OF FLORIDA) SS: COUNTY OF VOLUSIA)
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Hank Hardy, to me known to be the person described above and who as a subscriber executed the foregoing Articles of Incorporation and acknowledged before me that he executed this document for the purposes set forth herein.
WITNESS my hand and official seal in the County and State aforesaid this Note: Name: Name: NOTARY PUBLIC State of Florida Commission No. My Commission Expires: With County and State 19 72. Notary Public, State of Florida My Comm. Exp. Jan. 30, 2000 Comm. No. CC 528734
Personally Known Produced ID DL D PASSPORT MILITARY D

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVING OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

Pursuant to ch.48.091, <u>Fla.Stat.</u>, the following is submitted in compliance with said Act:

That MIKE & HANK, INC., desiring to organize under the laws of the State of Florida and under the proposed name of MIKE & HANK, INC., with its principal office as indicated in the Articles of Incorporation at the City of Daytona Beach, Volusia County, State of Florida, has named HANK HARDY, 638 Riverside Drive, Ormond Beach, Florida 32176, as its Agent to accept service of process within this State.

SECRETARY OF STATE OF STATE OF STATE OF STATE OF STATE AND IN THE STATE OF STATE OF

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in the 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.

Bv:

Hank Hardy