

**P97000015914**  
**COBLE, WOODS, WEBSTER, BUSH, CLAYTON & TEAL, P.A.**

ATTORNEYS AT LAW

J. KERMIT COBLE  
JUDSON I. WOODS, JR.\*\*\*  
DANIEL J. WEBSTER, P.A.\*\*  
WILLIAM DAVID BUSH, III, P.A.  
JAMES R. CLAYTON\*  
MICHAEL S. TEAL\*  
\*PARTNERS IN CLAYTON & TEAL, P.A.  
DELAND, FLORIDA  
\*\*ALSO ADMITTED IN  
WASHINGTON, D.C.  
\*\*\*ALSO ADMITTED IN  
LOUISIANA

COBLE BUILDING  
1020 INTL. SPEEDWAY BLVD.  
DAYTONA BEACH, FLORIDA 32114

114 WEST RICH AVENUE  
DELAND, FLORIDA 32720

PLEASE REPLY TO:  
POST OFFICE DRAWER 9670  
DAYTONA BEACH, FLORIDA 32120

DAYTONA (904) 253-0661  
DELAND/ORANGE CITY (904) 774-4979  
PALM COAST (904) 445-3621  
DAYTONA FAX (904) 253-9737

February 10, 1997

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: H&W Properties, Inc.  
Articles of Incorporation

000002084620--0  
-02/12/97--01004--009  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Gentlemen/Ladies:

Enclosed are:

(a) Original and one copy of the Articles of Incorporation for the above-referenced Florida corporation.

(b) Our check, made payable to Secretary of State, in the amount of \$122.50 (to cover the following: filing fee, minimum tax on authorized capital stock, filing fee for certificate designating registered agent of corporation, and a fee for certified copy of Articles of Incorporation).

The Articles of Incorporation are delivered pursuant to Chapter 607, Florida Statutes. We request that the Articles be filed in accordance with that chapter and that a certificate of incorporation be issued effective the date shown in the Articles. Please prepare a certified copy of the Articles of Incorporation and send the certified copy to our office.

If you have any questions about these documents, please call the undersigned attorney.

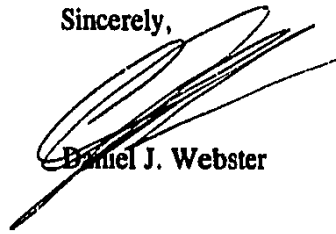
With kind regards,

~~WJW 2/3/97~~  
Dmc  
2/14/97

EFFECTIVE DATE

2-10-97

Sincerely,



Daniel J. Webster

FILED  
97 FEB 12 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

**COBLE, WOODS, WEBSTER, BUSH, CLAYTON & TEAL, P.A.**

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DAYTONA FAX (904) 253-0737

February 17, 1997

**FEDERAL EXPRESS**

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32301

Attn: Doris McDuffie  
Corporate Specialist Supervisor

Re: H&W Properties and Development, Inc.  
Ref. Number: W97000003682  
Letter Number: 097A00008055

Dear Ms. McDuffie:

Enclosed please find the new Articles of Incorporation, having been corrected pursuant to your letter dated February 14, 1997. Please process the Articles of Incorporation at this time.

With kind regards,

Sincerely,



Daniel J. Webster

Signed in Mr. Webster's absence to avoid delay.

**ARTICLES OF INCORPORATION  
OF  
H&W PROPERTIES AND DEVELOPMENT, INC.**

**FILED**  
97 FEB 12 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
2-10-97

The undersigned incorporator hereby makes, subscribes to, acknowledges, and causes to be filed these Articles of Incorporation (hereinafter these "Articles") for the purpose of incorporating a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

**ARTICLE I  
(Name of the Corporation)**

The name of the corporation is **H&W PROPERTIES AND DEVELOPMENT, INC.** (the "Corporation").

**ARTICLE II  
(Corporate Existence)**

The time and date on which corporate existence of this Corporation shall begin is 12:01 A.M. (local time) on February 10, 1997, and the Corporation shall have continuous and perpetual existence thereafter.

**ARTICLE III  
(General Purpose of Corporation)**

The general purposes for which the Corporation is initially organized are as follows:

To transact any other lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV**  
**(Authorized Shares, Par Value)**

The aggregate number of shares which the Corporation shall have authority to issue is ONE HUNDRED (100) shares. These shares shall consist of only one class, and that class shall be known as "common shares" of the Corporation. Each share shall have a par value of ONE AND 00/100 DOLLARS (\$1.00) per share.

**ARTICLE V**  
**(Shareholders' Preemptive Rights)**

When a new issue of shares of the Corporation is offered by it for sale and the consideration to be paid for such issue is to be paid in cash, each existing shareholder shall have the preemptive right to purchase his pro rata number of shares, or fraction thereof, at the price at which the newly issued shares are to be offered for sale to other persons.

**ARTICLE VI**  
**(Registered Agent and Address of Corporation)**

The name of the initial registered agent of the Corporation shall be Daniel J. Webster (hereinafter the "Registered Agent") and the street address of the initial registered office of the Corporation shall be 205 North Industrial Drive, Suite 1, Orange City, Florida, 32763. To signify acceptance of appointment as registered agent, the Registered Agent has signed these Articles pursuant to Section 607.034, Florida Statutes.

**ARTICLE VII**  
**(Board of Directors of Corporation)**

The number of directors who shall constitute the initial board of directors of the Corporation shall be one (1). The name and street address of the person who is to serve as the sole member of the initial board of directors of the Corporation is:

Name of Director

Street Address

Thaddeus S. Harty

205 N. Industrial Drive, Suite 1  
Orange City, FL 32763

**ARTICLE VIII**  
**(Identification of Incorporator)**

The name and street address of the incorporator of the Corporation is: Daniel J. Webster, 1020 West International Speedway Boulevard, Daytona Beach, FL 32114.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person who is competent to contract under the laws of Florida, by these presents does hereby execute, acknowledge, and cause to be delivered to the Florida Department of State these Articles of Incorporation of the corporation and requests the Department of State to file these Articles, as of the date and time indicated in Article II hereof, in accordance with Chapter 607, Florida Statutes; accordingly, the undersigned incorporator has executed these Articles at Daytona Beach, Volusia County, Florida, this 17<sup>th</sup> day of February, 1997.

  
Daniel J. Webster  
as Incorporator

  
Daniel J. Webster  
as Registered Agent

**ACKNOWLEDGEMENTS**

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation was acknowledged before me this 17<sup>th</sup> day of February, 1997, by Daniel J. Webster, as incorporator. (notary must check applicable box)

{Notary Seal must be affixed}

Mary C. Tillotson  
Signature of Notary

Mary C. Tillotson  
Name of notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): \_\_\_\_\_

My commission Expires (if not legible on seal): \_\_\_\_\_

- Personally Known.
- Produced a current Florida driver's license as identification.
- Type of Identification Produced \_\_\_\_\_



MARY C. TILLOTSON  
MY COMMISSION # CC430590 EXPIRES  
February 5, 1999  
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing Acceptance of Designation of Registered Agent of Name of Corporation, INC., was acknowledged before me by Daniel J. Webster, as Registered Agent. (notary must check applicable box)

{Notary Seal must be affixed}

Mary C. Tillotson  
Signature of Notary

Mary C. Tillotson  
Name of notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): \_\_\_\_\_

My commission Expires (if not legible on seal): \_\_\_\_\_

- Personally Known.
- Produced a current Florida driver's license as identification.
- Type of Identification Produced \_\_\_\_\_



MARY C. TILLOTSON  
MY COMMISSION # CC430590 EXPIRES  
February 8, 1999  
BONDED THRU TROY FARM INSURANCE, INC.