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LAW OFFICE OF
JOHN P. TOWNSEND, P. A.
142 EGLIN PARKWAY S.E.
FORT WALTON BEACH, FLORIDA 32548

JOHN P. TOWNSEND

(904) 664-7772
FAX (904) 664-7774

February 19, 1997

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

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****122.50 ****122.50

Attn: New Filings

Re: Articles of Incorporation
Name of corporation: H. Martin, Inc.

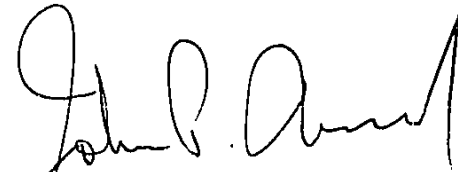
Dear Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-named corporation. Please file same and return to this office one copy of the Articles of Incorporation stamped with the filing date, together with your Certificate of Filing.

Also enclosed is my check in the amount of \$122.50 to cover the costs of certification fees, filing fees, etc.

If additional information is required, please advise immediately.
Thank you for your cooperation.

Sincerely,



John P. Townsend

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
H. MARTIN, INC.**

The undersigned, for the purpose of becoming a corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of this corporation will be H. MARTIN, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose of this corporation is to engage in the business of automotive maintenance and repair and to do all things which a corporation is legally empowered to do under the laws of the State of Florida.

ARTICLE IV

NUMBER: The aggregate number of shares of stock that the Corporation shall have the authority to issue is 7500 shares of Capital Stock with a par value of \$1.00 per share.

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STATE
TALLAHASSEE, FLORIDA

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

DIVIDENDS: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

NO CLASSES OF STOCK: The shares of the Corporation are not to be divided into classes.

NO SHARES IN SERIES: The Corporation is not authorized to issue shares in series.

ARTICLE V

The initial street address in Florida of the principal office of the Corporation is 3 Yacht Club Drive, Fort Walton Beach, Okaloosa County, Florida 32548.

ARTICLE VI

The number of directors constituting the initial Board of Directors is two, whose names and addresses are as follows:

NAME	ADDRESS	CITY & STATE
Hubert R. Martin	270 Ewing Ct.	Fort Walton Beach, FL 32548
Mary L. Martin	270 Ewing Ct.	Fort Walton Beach, FL 32548

The initial Board of Directors shall serve until the first annual meeting of shareholders or until their successors have been elected.

ARTICLE VII

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

NAME	STREET	CITY & STATE
Hubert R. Martin	270 Ewing Ct.	Fort Walton Beach, FL 32548

ARTICLE VIII

The shareholders shall have the power to amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, by a majority vote of the holders of the common stock.

ARTICLE IX

The shareholders shall have the power to adopt the by-laws for the corporation by the affirmative vote of fifty-one (51%) percent of all shareholders of the Corporation. The by-laws may be altered, amended, or repealed in whole or in part(s), from time to time at any regular or special meeting of the Corporation, provided notice of the proposed changes is given to each shareholder at least ten (10) days prior to the meeting, along with a notice of such regular or special meeting. Waiver of the ten (10) day notice may be effected at any duly constituted meeting by a two-thirds vote of all the shareholders. The affirmative vote of fifty-one (51%) percent of all shareholders will be required to effect any alteration, amendment, or repeal of the by-laws.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Ft. Walton Beach, Florida, on the 19th day of February, 1997.



HUBERT R. MARTIN

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared HUBERT R. MARTIN, who is known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Ft. Walton Beach, Florida, in said County and State this 19th day of February, 1997.

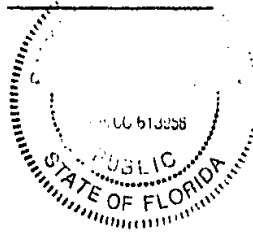

NOTARY PUBLIC
My Commission Expires: _____

OATH OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

I, JOHN P. TOWNSEND, having been named to accept service of



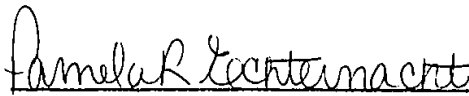
process for H. MARTIN, INC., at 142 Eglin Parkway SE, Ft. Walton Beach, Florida 32548, hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.


JOHN P. TOWNSEND - Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared, JOHN P. TOWNSEND, who is known to be the person described in and who subscribed the above as Registered Agent, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Ft. Walton Beach, Florida, in said County and State this 19th day of February, 1997.


NOTARY PUBLIC
My Commission Expires: _____

