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LAW OFFICES OF
FRANK COMPARETTO, JR.

A PROFESSIONAL ASSOCIATION

AREAS OF PRACTICE

PERSONAL INJURY
GENERAL TRIAL PRACTICE
INSURANCE LITIGATION
REAL ESTATE
TITLE INSURANCE
MUNICIPAL LAW

CITRUS & CHEMICAL BANK BUILDING
114 NORTH TENNESSEE AVENUE
SUITE 204
LAKELAND, FLORIDA 33801 4659
(941) 665-6565
FAX (941) 687-8999

February 26, 1997

DIVISION OF CORPORATIONS
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of LHRR, Inc.
Our File No.: 97-035

300002102963--9
-03/04/97--01004--005
****122.50 ****122.50

Dear Sir or Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation of LHRR, Inc., together with this firm's check in the sum of \$122.50 to cover the filing fees. After the Articles of Incorporation have been properly filed, please return a copy to our office with a Certificate of Incorporation for our files.

If you should have any questions, or if you should need additional documentation, please feel free to contact our office.

Sincerely,

LAW OFFICES OF
FRANK COMPARETTO, JR., P.A.

K. Janay Sasser
K. Janay Sasser
Paralegal

KJS:kjs
Enclosures: Above-stated

FILED
97 MAR -4 AM 8:57
TALLAHASSEE, FLORIDA

PMC
3/10/97



ARTICLES OF INCORPORATION
OF
LHRR, INC.
a Florida corporation

FILED
97 MAR -4 AM 8:57
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is LHRR, INC., located at 118 Shepard Road, Lakeland, Polk County, Florida, and a mailing address of Post Office Box 1435, Dundee, Florida 33838.

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

3. PURPOSE: The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

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 address of the initial registered agent and office of this corporation is as follows:

Frank Comparetto, Jr., Esquire
114 North Tennessee Avenue, Suite 204
Lakeland, Florida 33801-4659

6. INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) director initially. The number of directors may either be 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 one (1).

The name and address of the initial director of this corporation are:

Alan Arterbury	c/o Williams & Mettle Co. 14309 Sommermeyer Road Houston, Texas 77041
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7. INITIAL OFFICERS: The initial officers of this corporation are:

President:	Alan Arterbury
Vice President:	Alan Arterbury
Secretary/Treasurer:	Alan Arterbury

8. INCORPORATOR: The name and address of the Incorporator signing these Articles of Incorporation is:

Alan Arterbury	c/o Williams & Mettle Co. 14309 Sommermeyer Road Houston, Texas 77041
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9. CUMULATIVE VOTING: In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of this corporation.

10. PRE-EMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

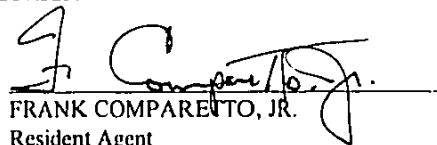
11. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or appeal any provisions in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 day of January, 1997.



ALAN ARTERBURY
Sole Incorporator

I HEREBY ACCEPT MY DESIGNATION as Registered Agent for this Corporation, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statute Section 607.325.



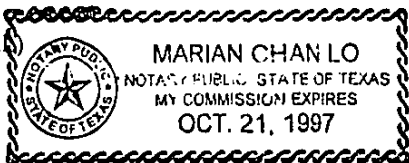
FRANK COMPARETTO, JR.
Resident Agent

STATE OF TEXAS
COUNTY OF HARRIS

BEFORE ME, the undersigned authority, personally appeared ALAN ARTERBURY, known to me to be the person who executed the foregoing Articles of Incorporation as Sole Incorporator, and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of January, 1997.

(SEAL)



Marian Chan Lo
NOTARY PUBLIC, STATE OF TEXAS

My Commission Expires: