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A LIMITED LIABILITY PARTNERSHIP  
CONSISTING OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AT LAW

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March 6, 1997

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

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RE: H.B.G. Enterprises, Inc.

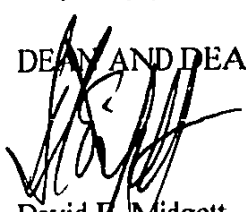
Dear Sirs:

Enclosed herewith please find our firm's check in the amount of \$122.50 representing the filing fee for H.B.G. Enterprises, Inc. Please file the enclosed Articles of Incorporation and forward us the certificate.

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN AND DEAN, L.L.P.

  
David E. Midgett  
For the Firm

DEM:kab  
Enclosures

3/13/97  
JB

FILED  
97 MAR -7 AM 11:12  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**H.B.G. ENTERPRISES, INC.**

97 MAR -7 3:11:12  
FILED  
TALLAHASSEE  
FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be: H.B.G. ENTERPRISES, INC. and the address shall be: 1151 North Commerce Terrace, Lecanto, Florida 34461.

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence on the date of filing with the Secretary of State and shall have perpetual existence.

**ARTICLE III**

**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV**

**General Powers**

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and

other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoters incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

#### ***ARTICLE V***

##### **Capital Stock**

The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

#### ***ARTICLE VI***

##### **Preemptive Rights**

The stockholders of the corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

#### ***ARTICLE VII***

##### **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 1151 North Commerce Terrace, Lecanto, Florida 34461, and the name of the corporation's initial

registered agent at such address is George Wright. The corporation may change its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

**ARTICLE VIII**  
**Initial Board of Directors**

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

George Wright  
1151 N. Commerce Terrace  
Lecanto, Florida 34461

Manuela Wright  
1151 N. Commerce Terrace  
Lecanto, Florida 34461

**ARTICLE IX**  
**Incorporators**

The name and address of the incorporator of this corporation is as follows:

George Wright  
1151 N. Commerce Terrace  
Lecanto, Florida 34461

**ARTICLE X**  
**Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE XI**  
**Indemnification**

The Corporation shall indemnify, or advance reasonable expenses, to the fullest extent authorized or permitted by the Florida General Corporation Act, to any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or

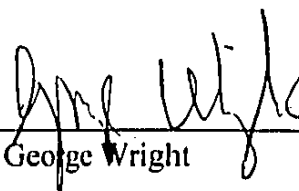
**CERTIFICATE DESIGNATING PLACE  
OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

H.B.G. ENTERPRISES, INC., with its principal place of business in the City of Lecanto, County of Citrus, State of Florida, has named George Wright located at 1151 North Commerce Terrace, Lecanto, County of Citrus, State of Florida, as its agent to accept service of process within Florida.

Dated: March 6<sup>th</sup>, 1997

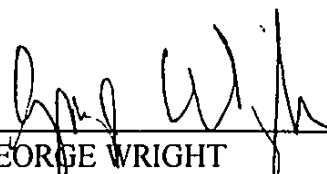
H.B.G. ENTERPRISES, INC.

By:   
George Wright

FILED  
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Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 6<sup>th</sup>, 1997

  
GEORGE WRIGHT