

KIM C. BOOKER, P.A.  
ATTORNEY AT LAW

KIM C. BOOKER

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P 97 0000 27329

March 12, 1997

Ms. Sandra B. Mortham  
Secretary of State  
Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

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-03/21/97--01052--003  
\*\*\*122.50 \*\*\*122.50

RE: *Joan Hartley & Associates, Inc.*

Dear Ms. Mortham:

Enclosed herein please find *Articles of Incorporation for Joan Hartley & Associates, Inc.*, to be filed with the Secretary of State. Also included is a check in the amount of \$122.50 to cover said filing.

Thank you for your assistance in this filing. If you have any questions regarding this matter, please do not hesitate to contact my office.

Sincerely,

Kim C. Booker, P.A.

By *Kim C. Booker*  
Kim C. Booker, Attorney at Law

FILED  
97 MAR 21 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KCB:mrm

Enclosures

P. CHESNER MAR 26 1997

ARTICLES OF INCORPORATION

FOR

JOAN HARTLEY & ASSOCIATES, INC.

In compliance with the provisions of Chapter 607, Florida Statutes, the undersigned, for the purpose of forming a corporation, does hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, as the Articles of Incorporation of JOAN HARTLEY & ASSOCIATES, INC., a Florida corporation, the following, to wit:

Article I - Corporate Name

The name of the corporation is as follows:

JOAN HARTLEY & ASSOCIATES, INC.

Article II - Duration

This corporation shall exist perpetually unless dissolved in accordance with its Bylaws or pursuant to Florida law.

Article III - Purpose

The corporation is organized for the purpose of engaging in the business of being a manufacturer's representative and related activities or business permitted under the laws of the United States and State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue one hundred shares (100) of common stock which shall be designated as "Common Shares."

Article V - Initial Registered Office and Agent

The principal office, if known or the mailing address of the corporation:

463 Sunburst  
Deltona, Florida 32725

The name and street address of the Initial Registered Agent of this corporation is:

Joan Hartley  
463 Sunburst  
Deltona, Florida 32725

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TALLAHASSEE, FLORIDA

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors of the corporation are as follows:

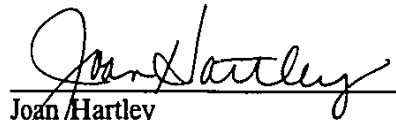
Joan Hartley  
463 Sunburst  
Deltona, Florida 32725

Article VII - Incorporators

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Joan Hartley  
463 Sunburst  
Deltona, Florida 32725

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 18 day of March, 1997.

  
Joan Hartley

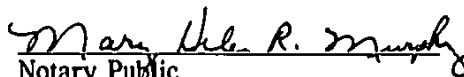
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97 MAR 21 AM 10:34  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 18 day of March, 1997 by JOAN HARTLEY, who has produced Florida Driver's license No. H634-484-50-835 as identification and who did not take an oath.




MARY HELEN R. MURPHY  
My Commission CC429675  
Expires Dec 27 1998  
Bonded by HAI  
800-422 1555

  
Notary Public

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the designation of Registered Agent and agree to comply with all laws governing Registered Agents.

  
Joan Hartley, Registered Agent